

ULTIMATE SPIDER-MAN®

VOL
4



MARVEL

LEGACY

©2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

A dynamic illustration of Spider-Man in his iconic red and blue suit, swinging through the air with his arms outstretched. He is surrounded by a web of white spider webs. In the background, a car is visible, and a woman with long blonde hair is shown in a state of shock or fear, looking up at him. The overall scene is set against a dark, dramatic background.

**Peter Parker
has a secret:**

**He's different from
other kids his age.**

Well...not *that* different.

He still gets picked on and put down, but his classmates can't walk on walls or lift 10 times their own body weight. They call him a spaz and a geek — but to the rest of the world, he's Spider-Man...an everyday teenager gifted with the incredible powers of a human arachnid!

Besides staving off the school bully, the fledgling web-slinger now must contend with the re-emergence of the Green Goblin. The last time these two tussled, Peter barely escaped with his life. Now, Norman makes him an offer he can't refuse!

Collecting *Ultimate Spider-Man* #22-27, by Eisner Award-winning writer **Brian Michael Bendis** (*Powers*, *Daredevil*) and acclaimed artist **Mark Bagley** (*Thunderbolts*, *Amazing Spider-Man*).

MARVEL

ULTIMATE SPIDER-MAN®

VOL
4

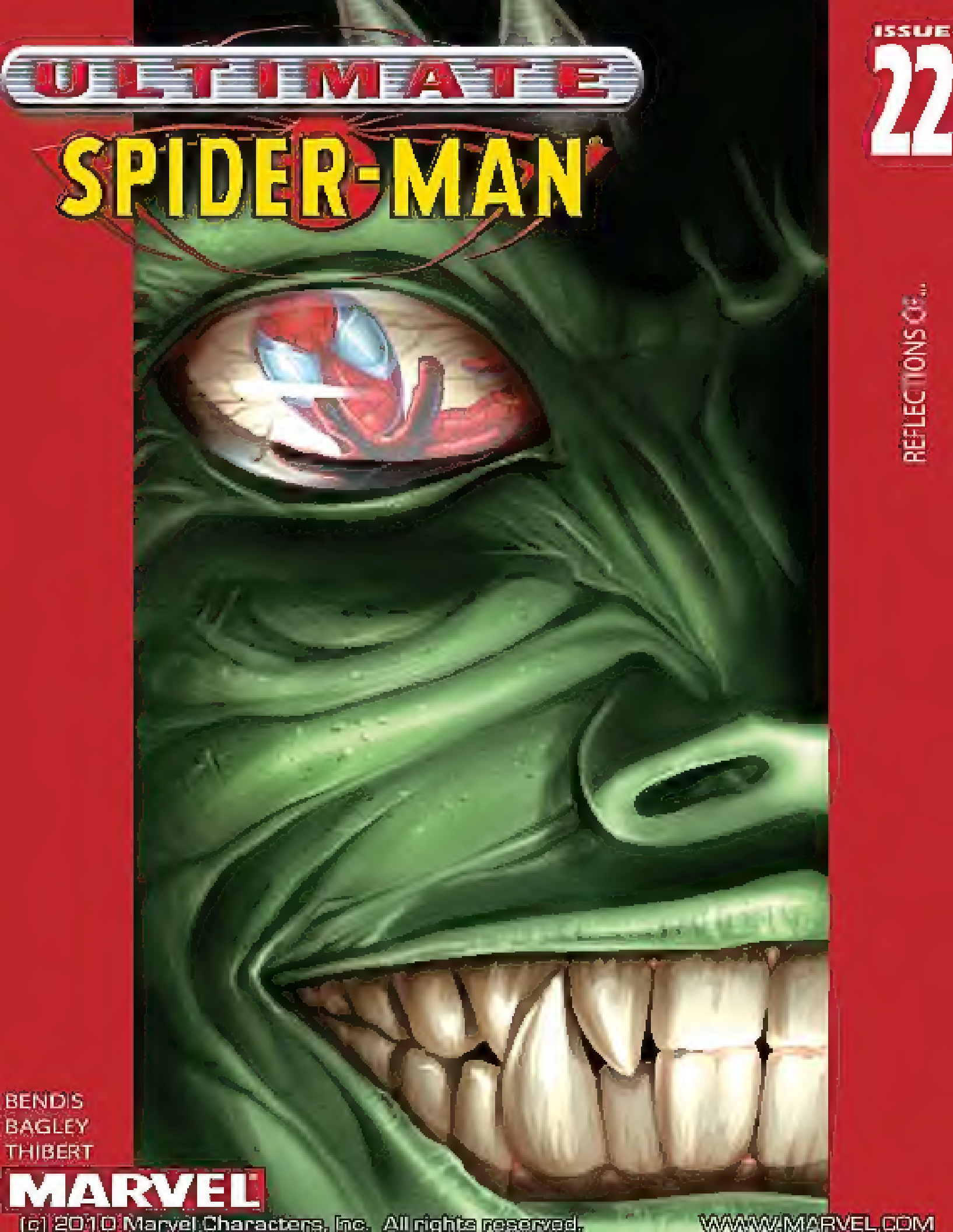


MARVEL

LEGACY

©2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM



ULTIMATE
SPIDER-MAN

ISSUE
22

REFLECTIONS OF...

BENDIS
BAGLEY
THIBERT

MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

70 YEARS OF MARVEL COMICS

(c) 2010 Marvel Characters, Inc. All rights reserved.

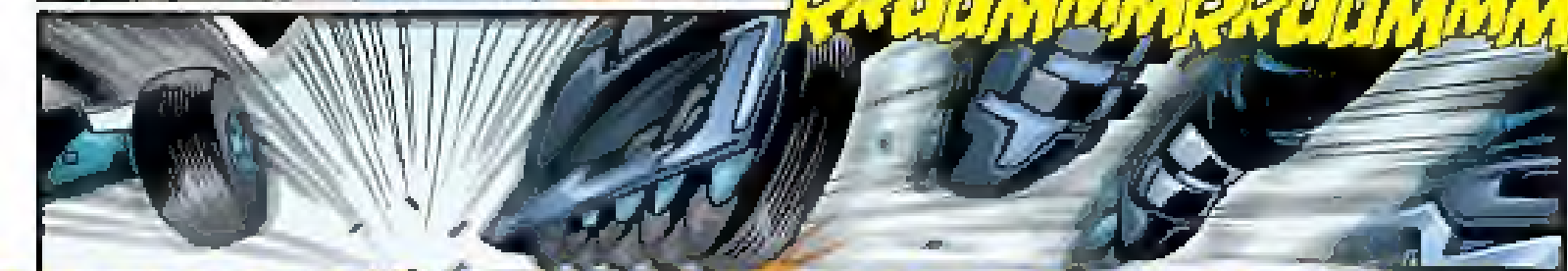
(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

WWW.MARVEL.COM

70 YEARS
MARVEL
COMICS



RRUUMMRRUUMMR



RUMMRRUUMMRUMMRUMMRUMMRUMMRUMMR

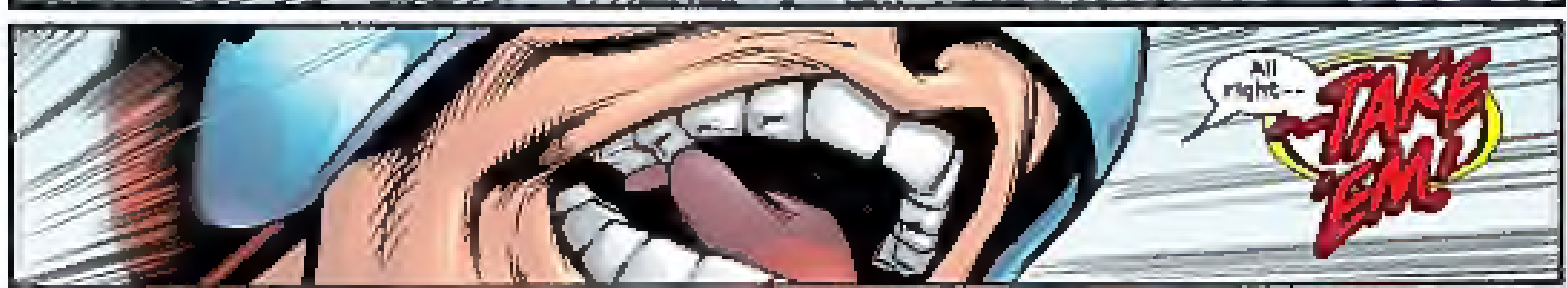


IMMRUMMRUMMRUMMRUMMRUMMRUMMRUMMR

Twice
as sweet
as money
earned...

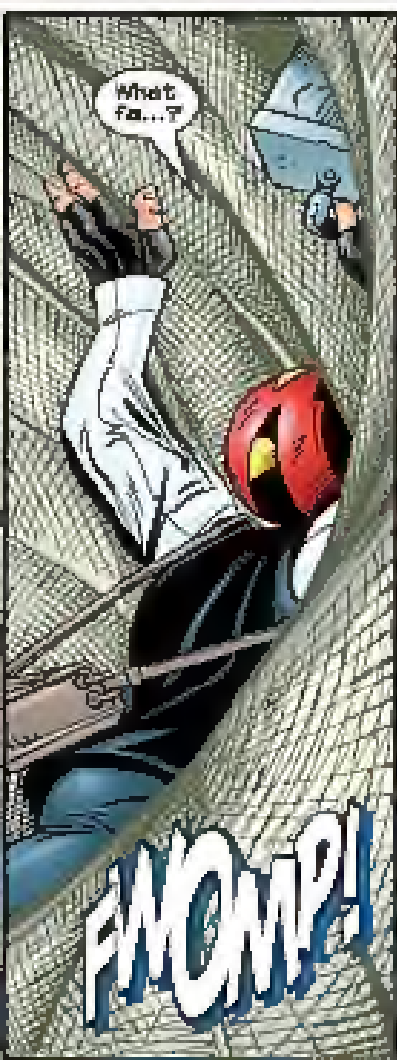
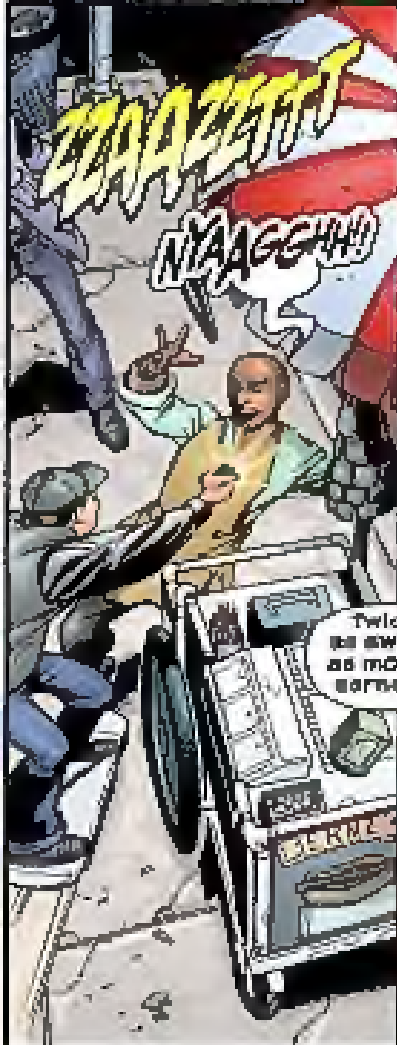
Twice
as sweet
as money
earned...

Twice
as sweet
as money
earned...



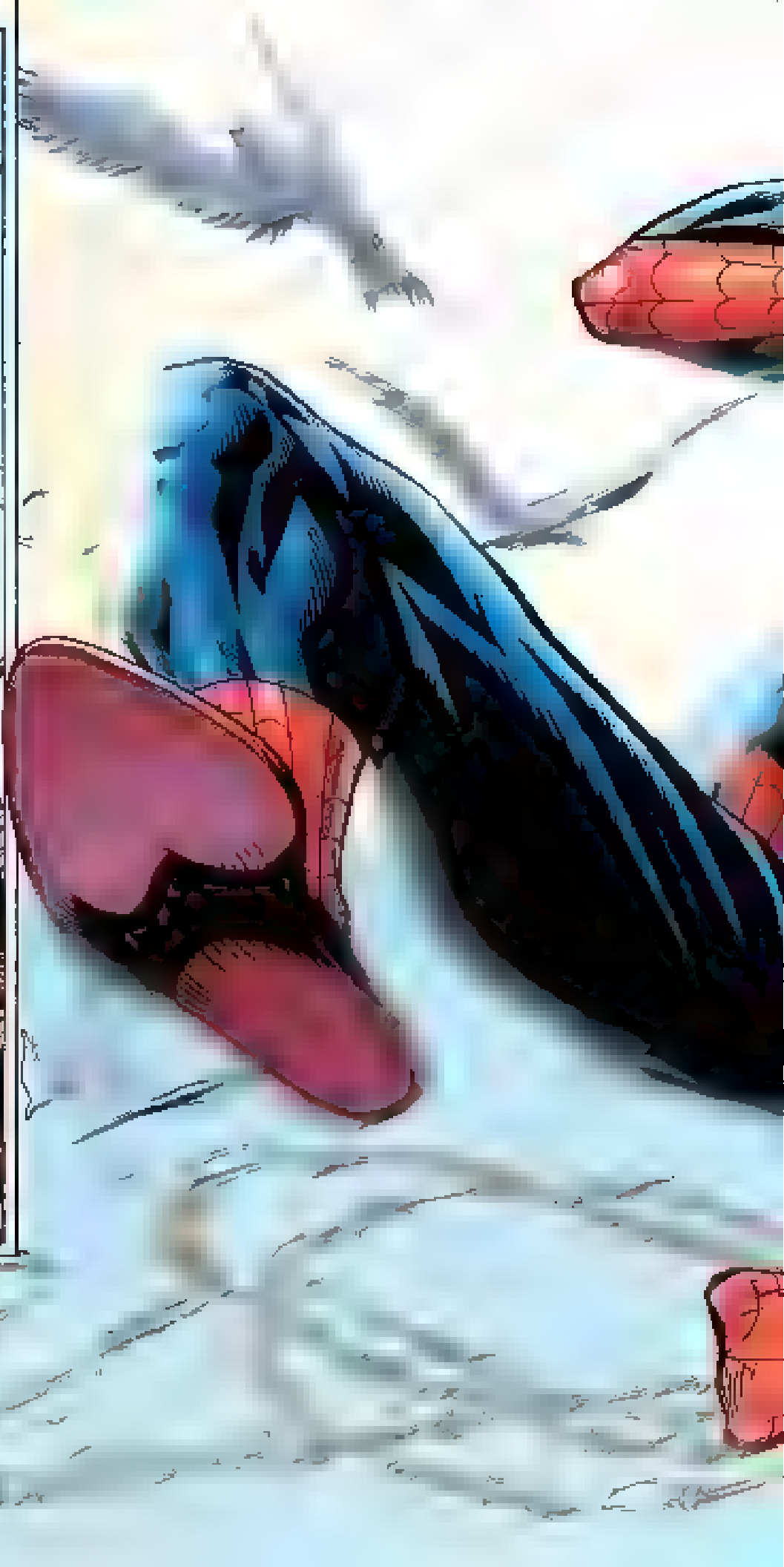
All
right--
**TAKE
'EM!**





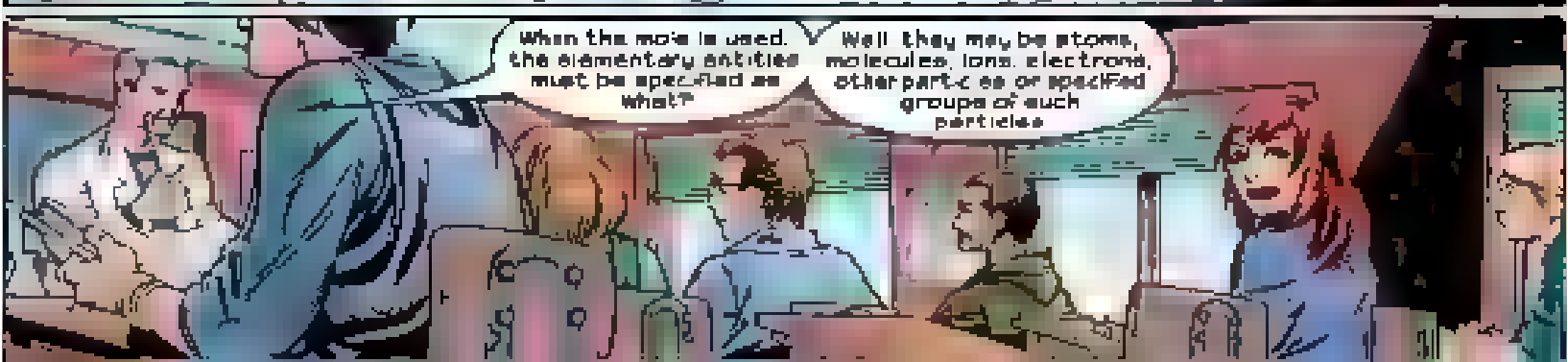
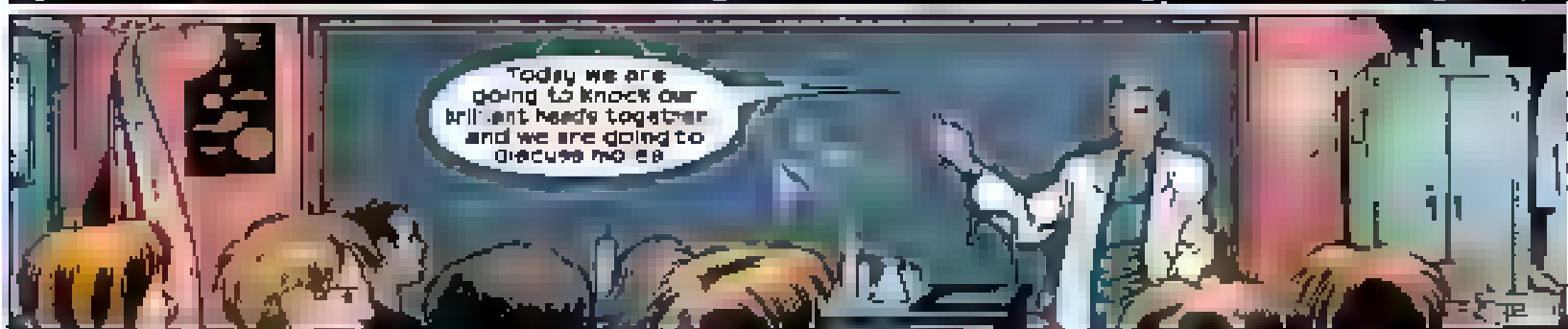
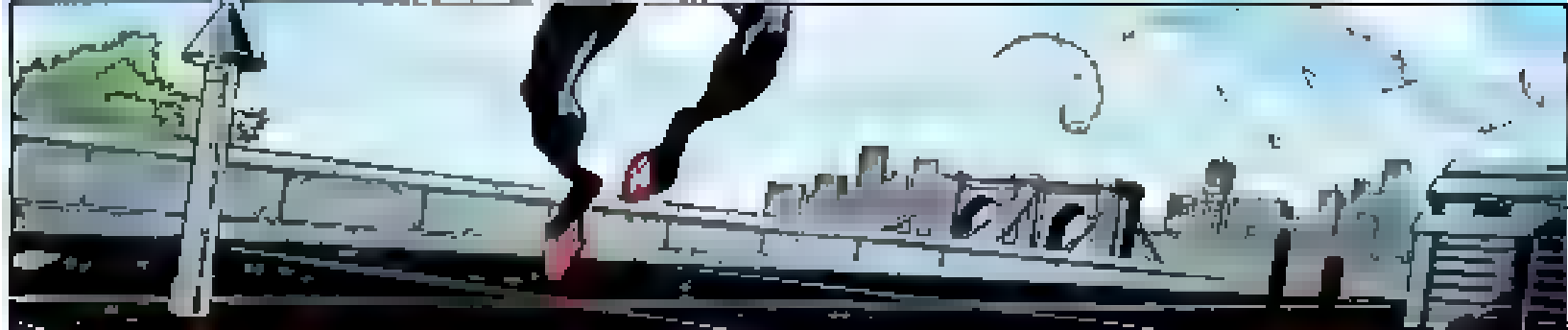


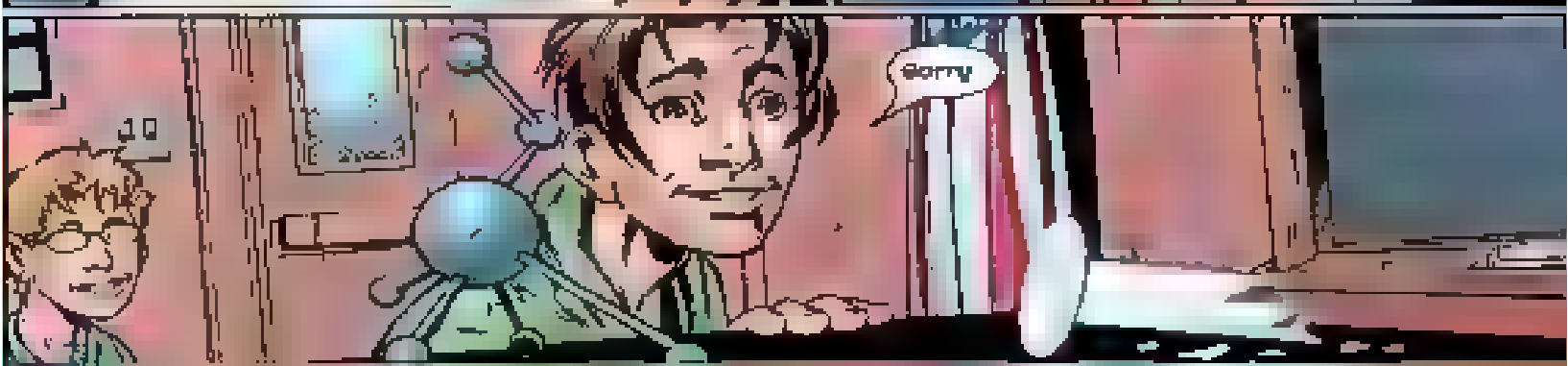


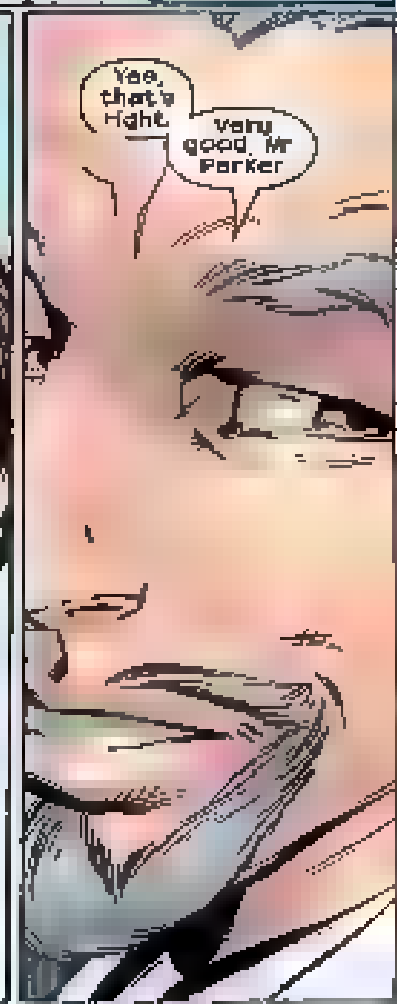
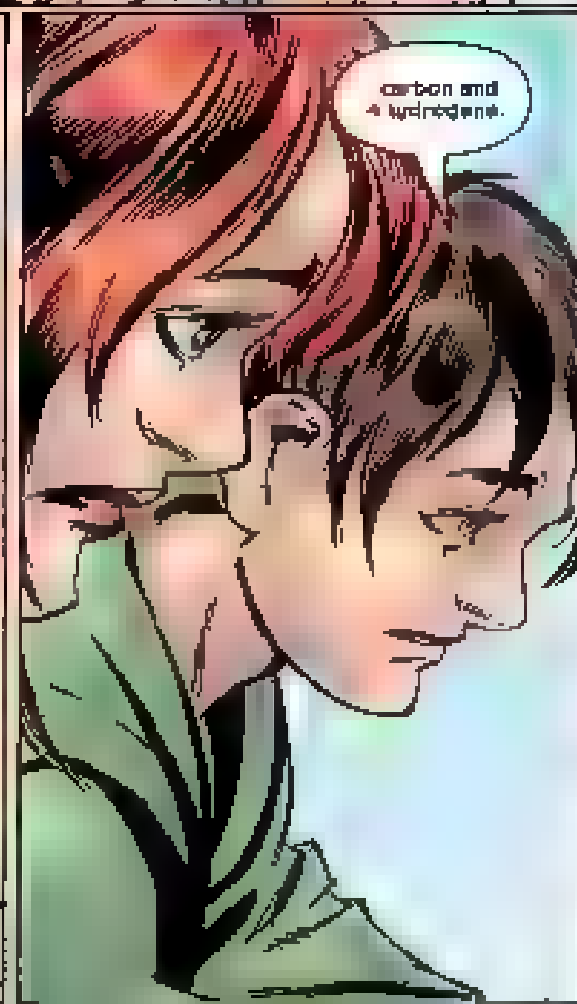
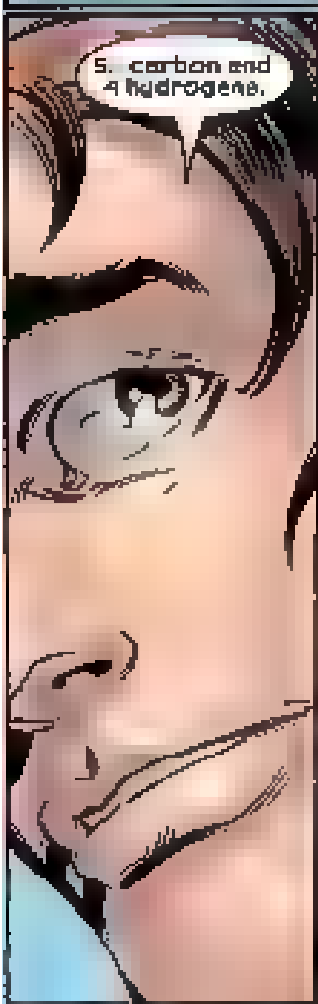
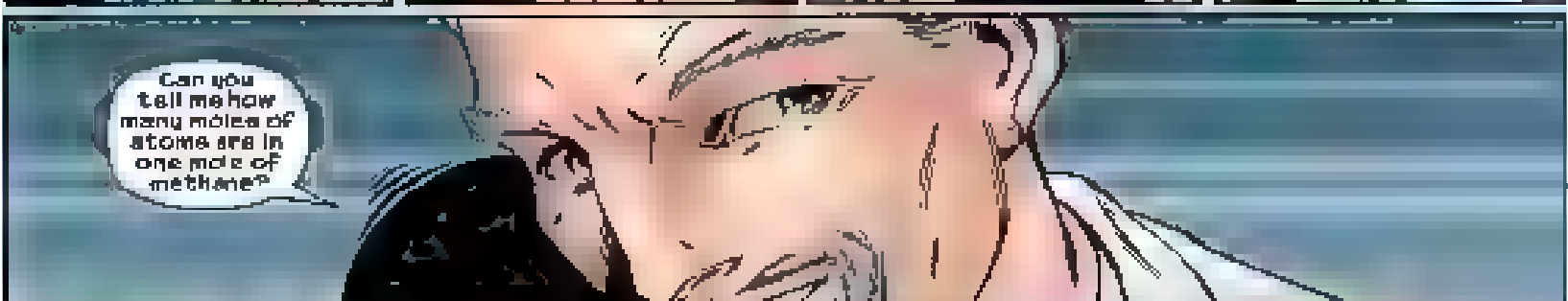
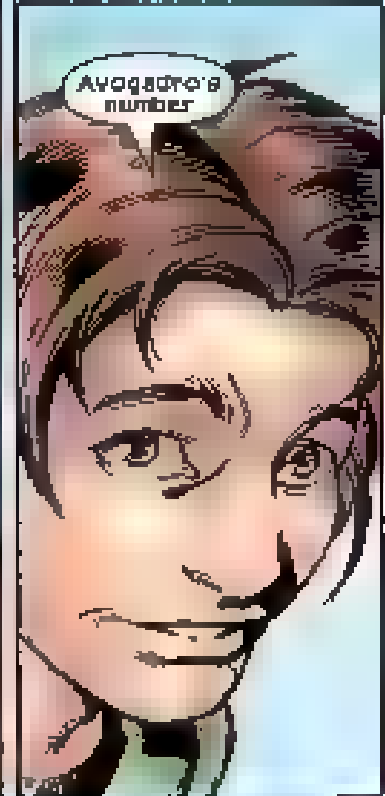
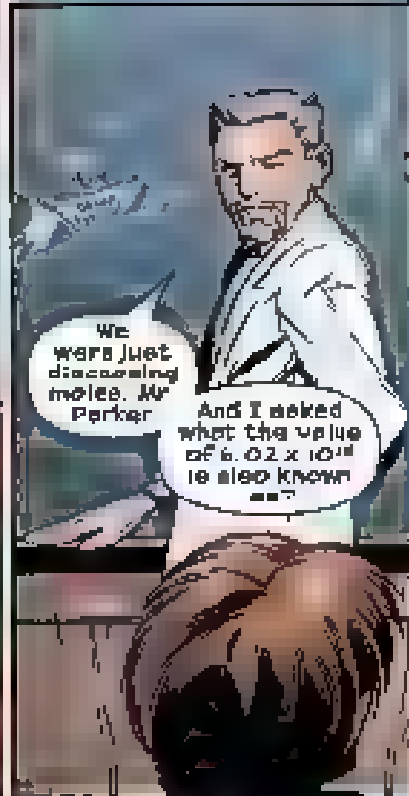


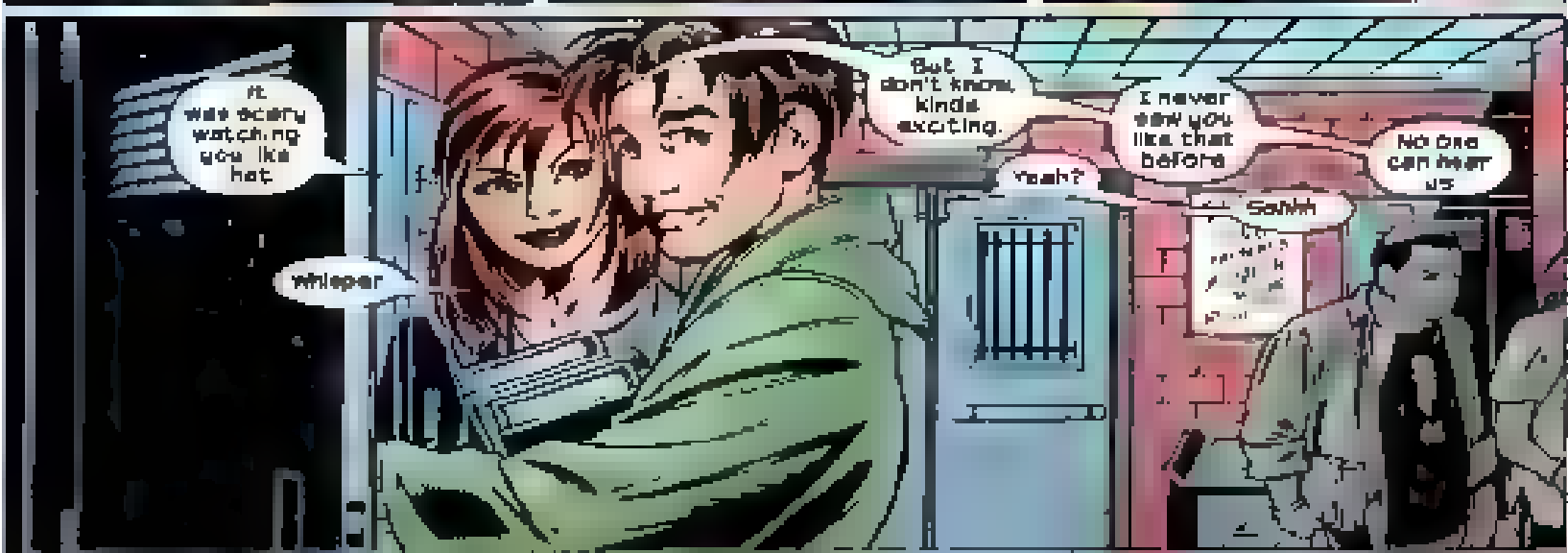
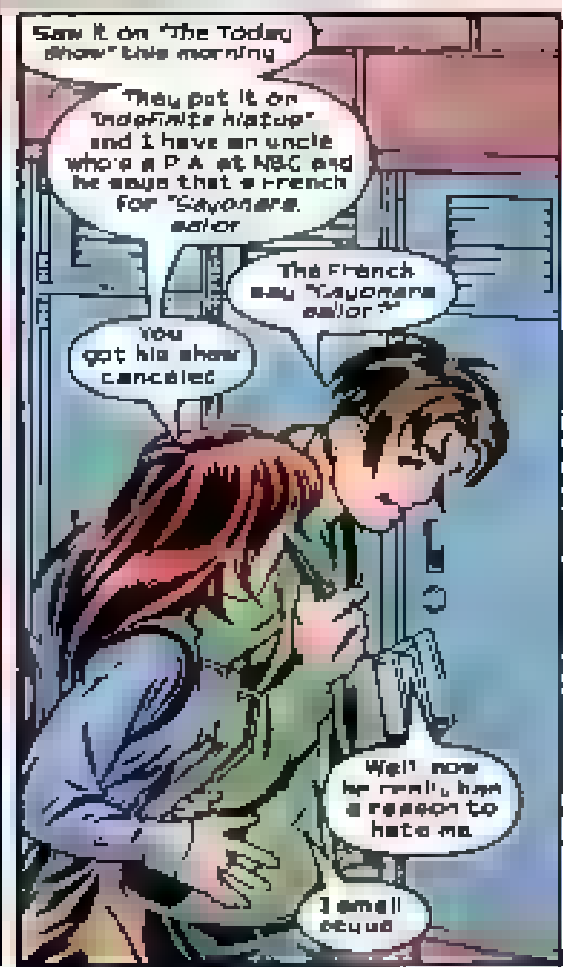
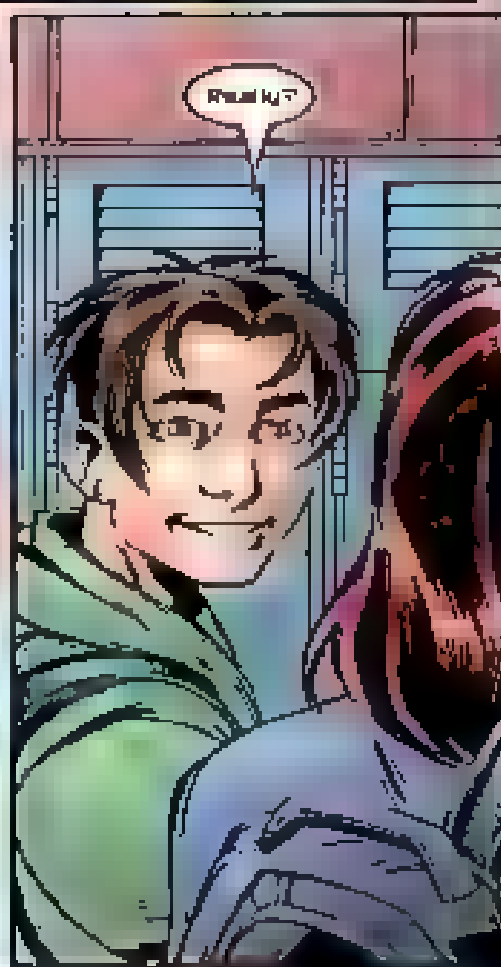


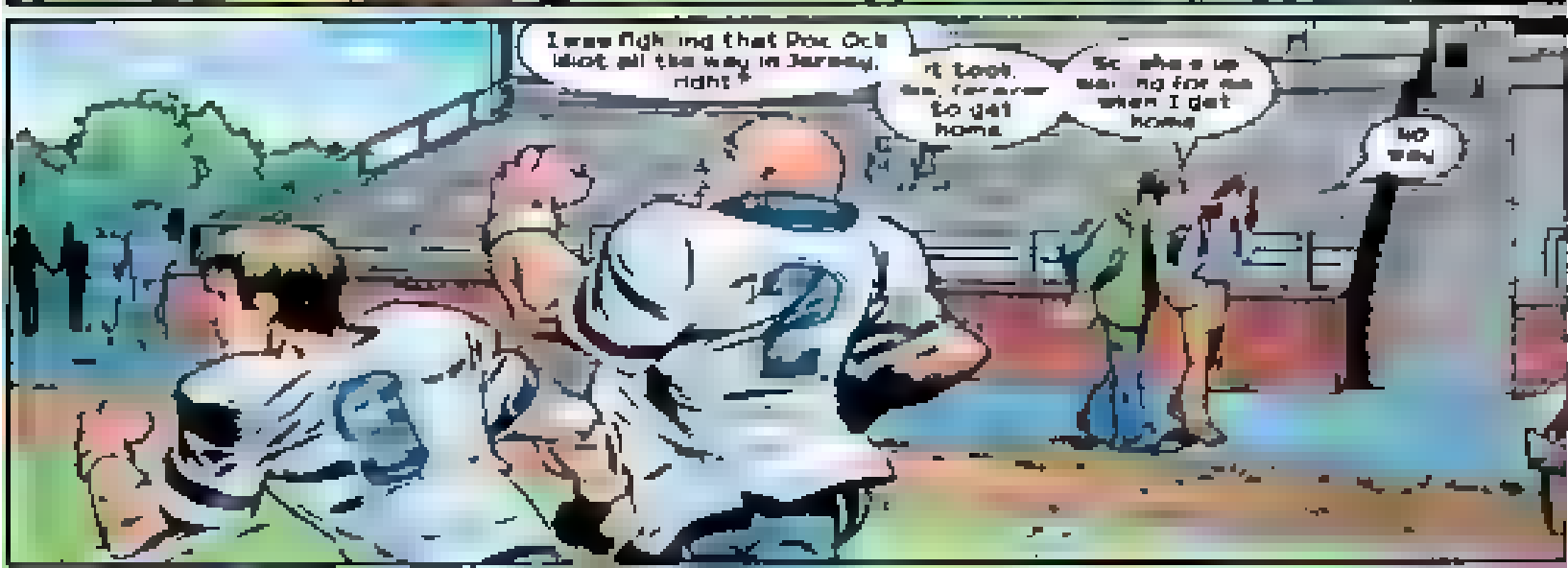
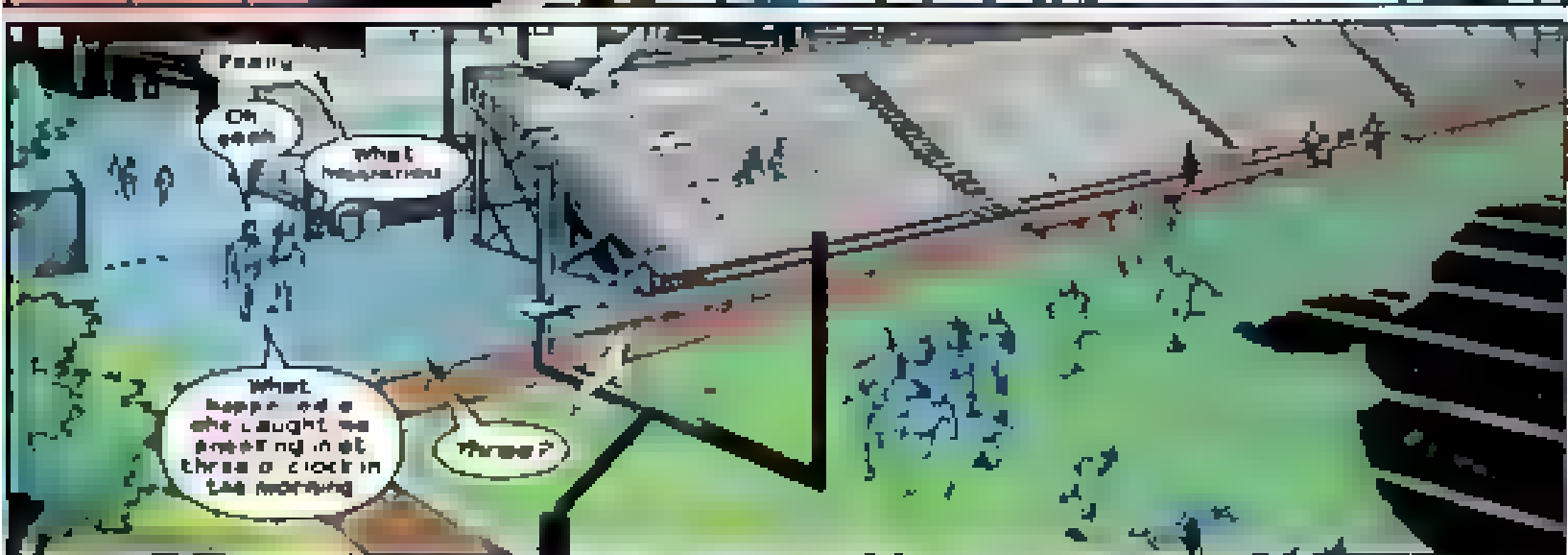
I'm
late for
class.













She asked me where I was. I went uh uh uh uh uh and she blew a gasket.

Oh you know she called me that night and I told her I told her you were at the library like you told me to.



And I blew it and told her I was at the Dug.

Oh, wait.

Not your fault.

So what happened?

I'm grounded.

No.



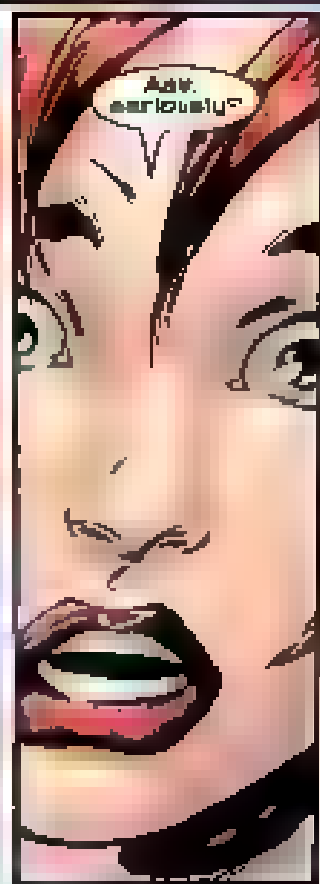
Oh yes.

For how long?

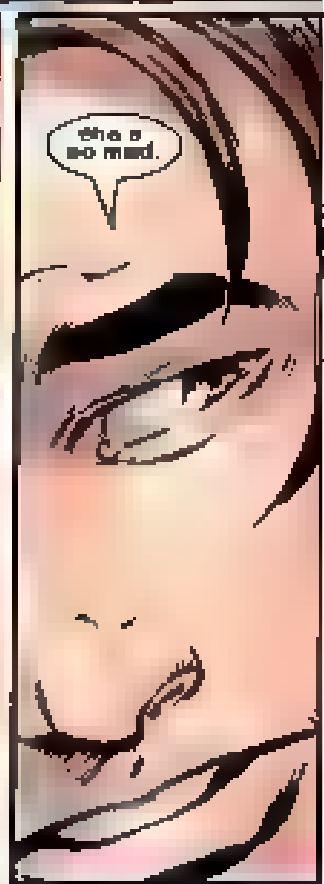
What time is it now?

30.

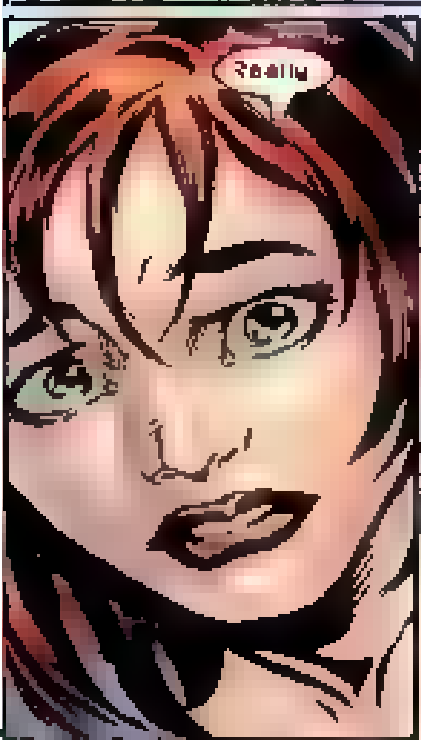
Oh good then I'm only grounded for ninety nine more years.



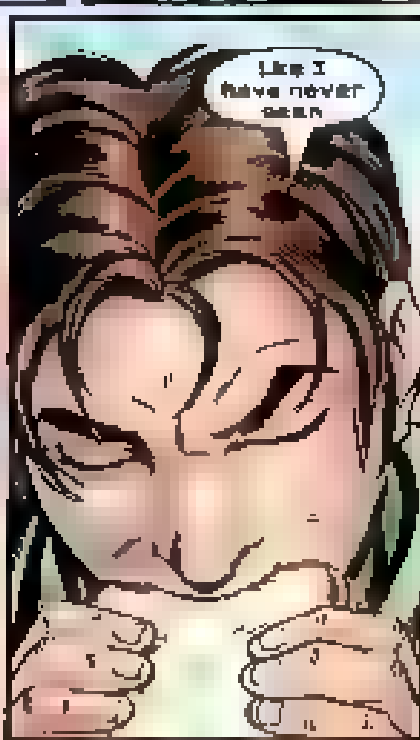
Are seriously?



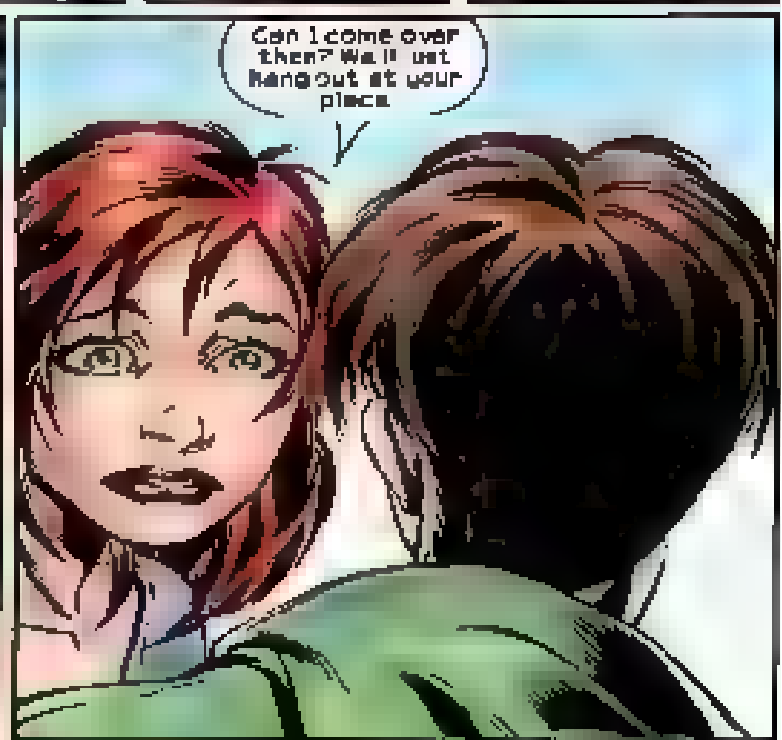
She's so mad.



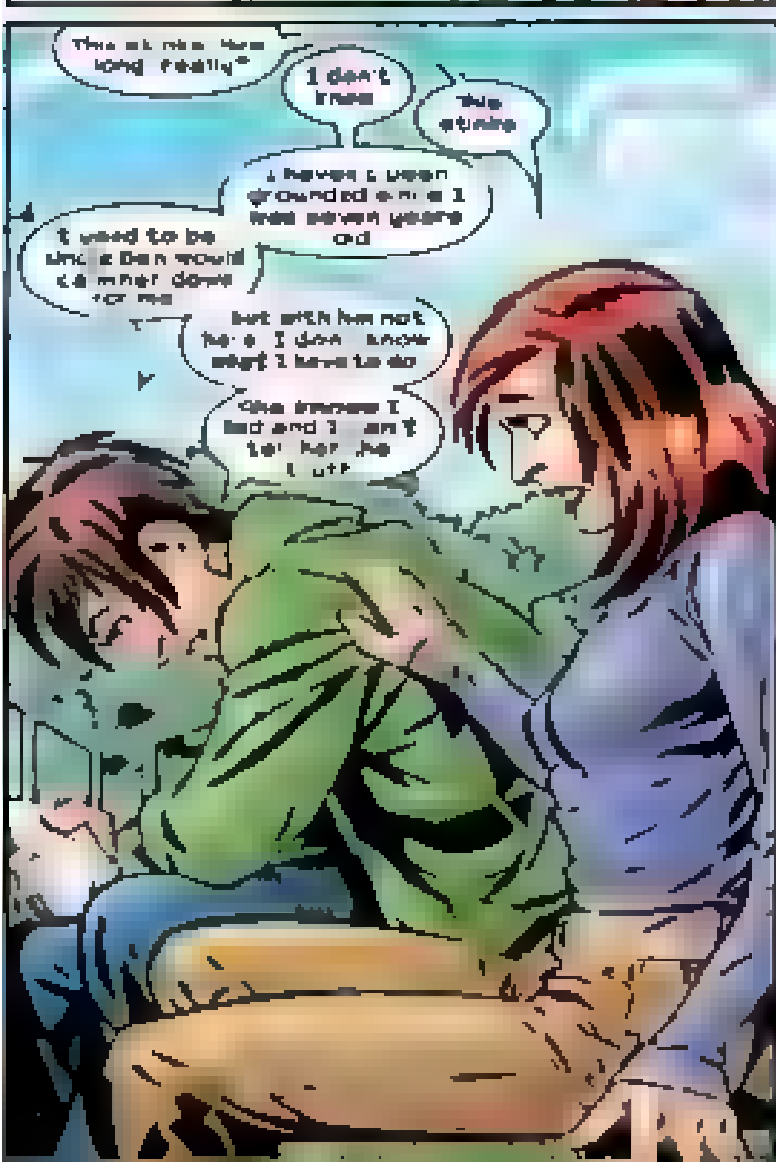
Really?

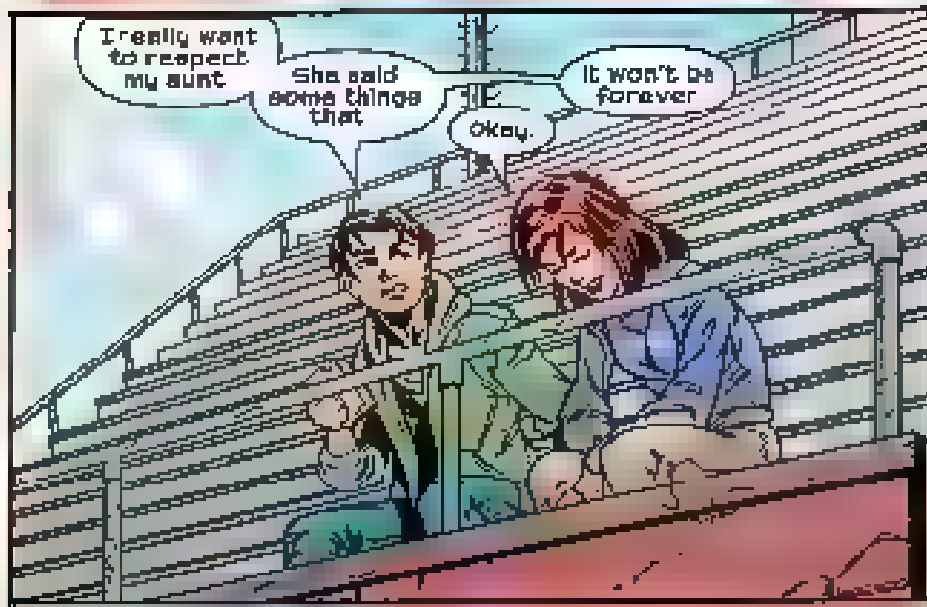
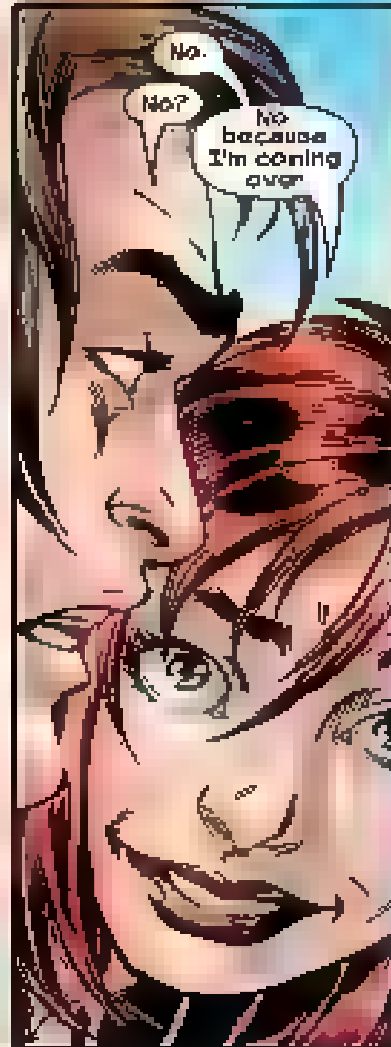
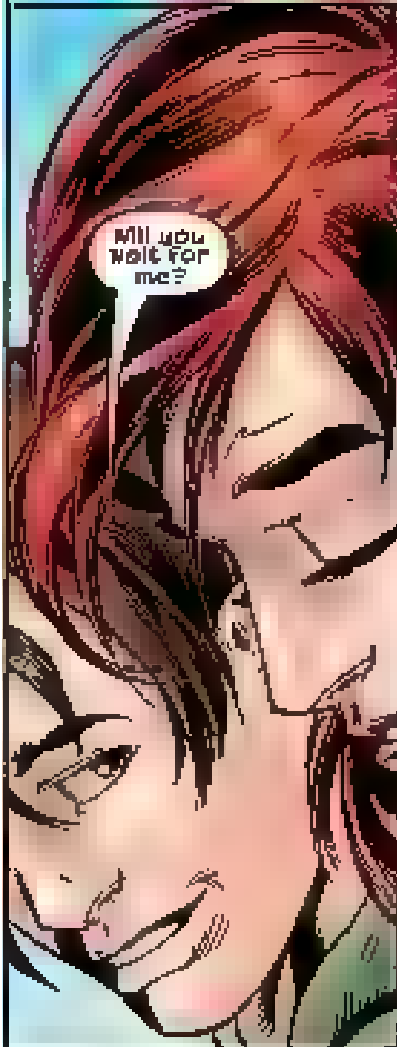


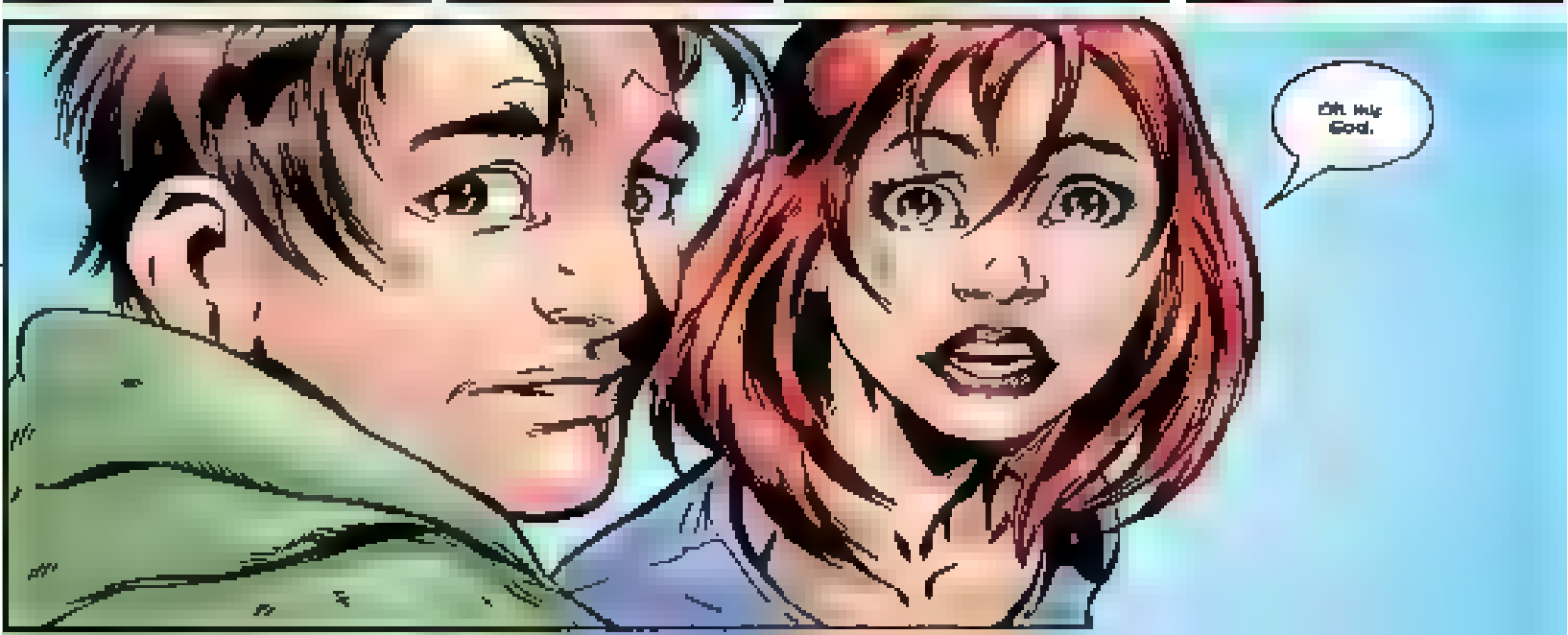
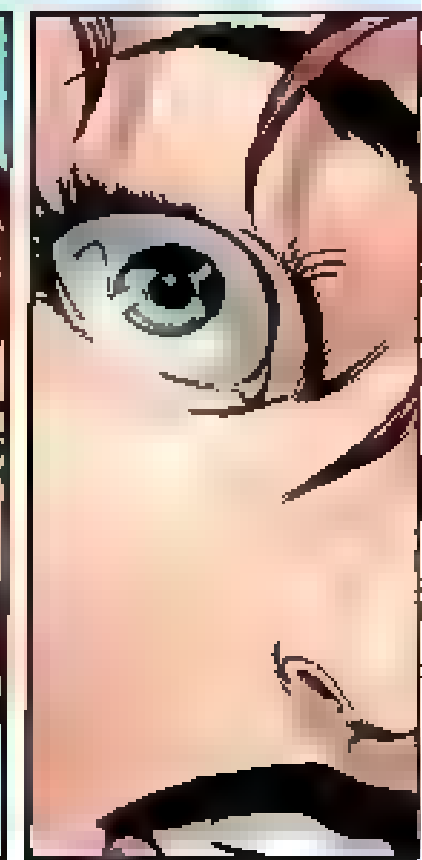
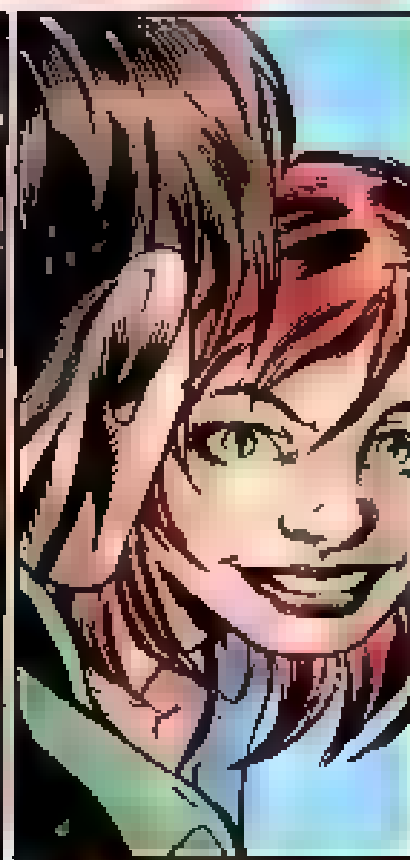
Like I have never seen.

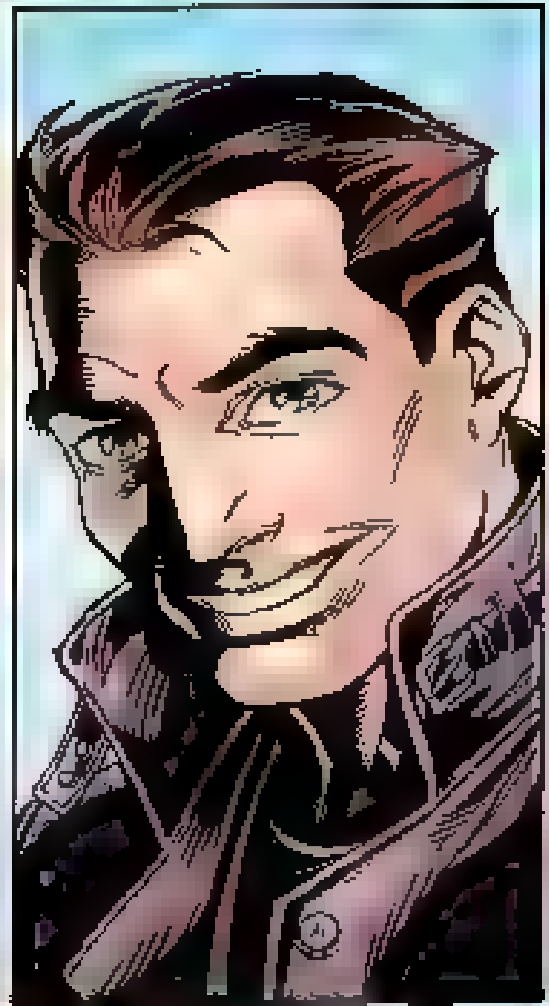
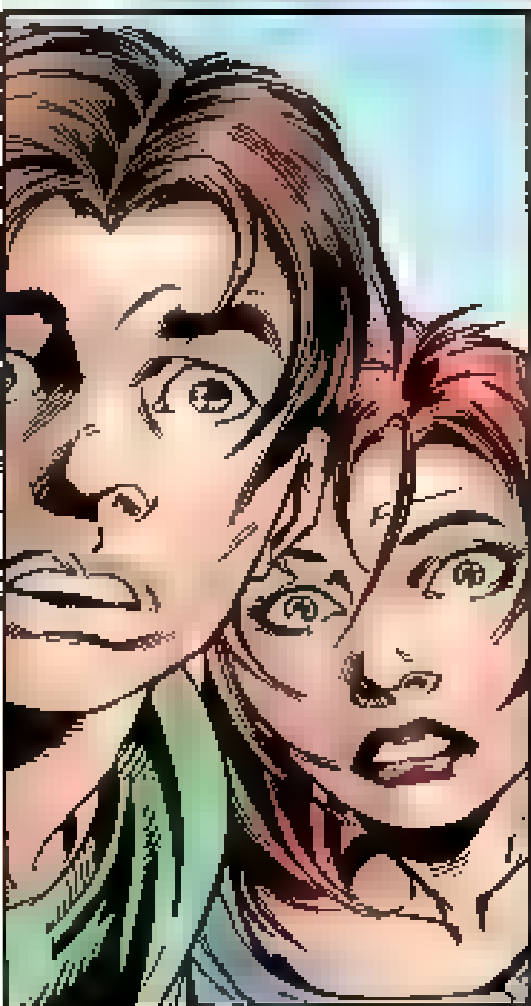
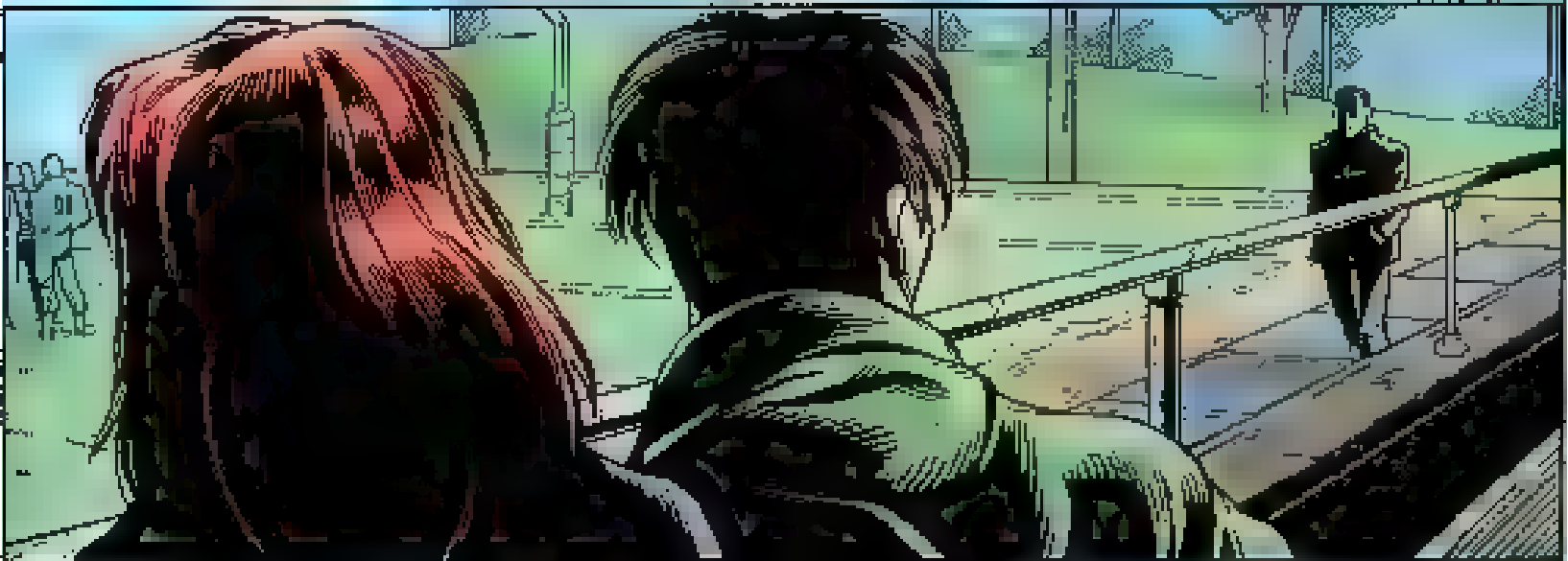


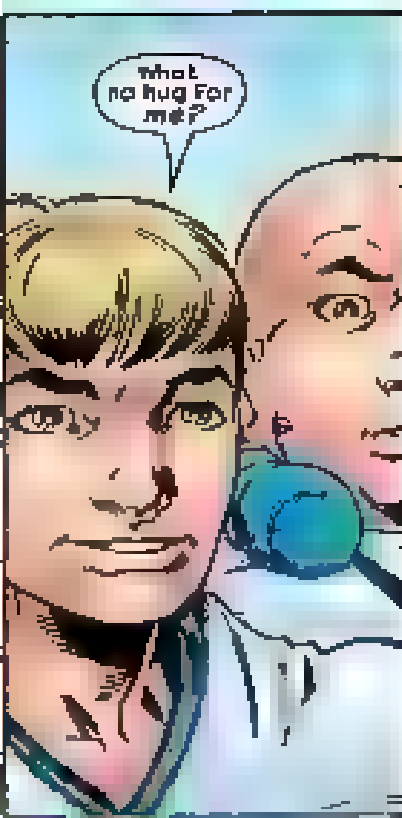
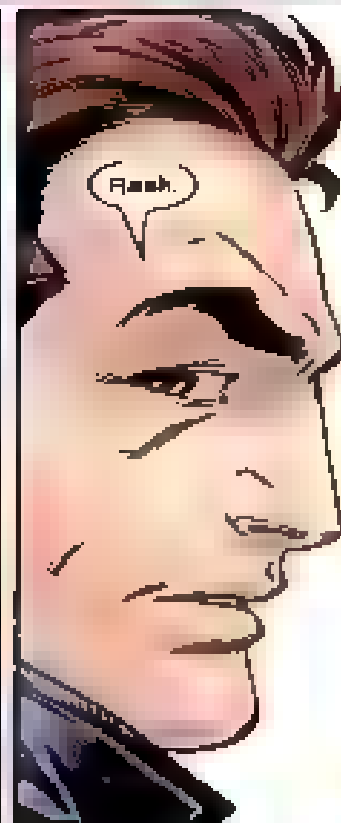
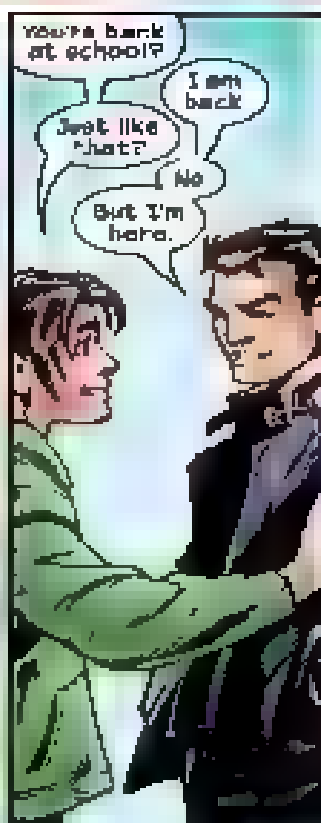
Can I come over then? Well just hang out at your place.

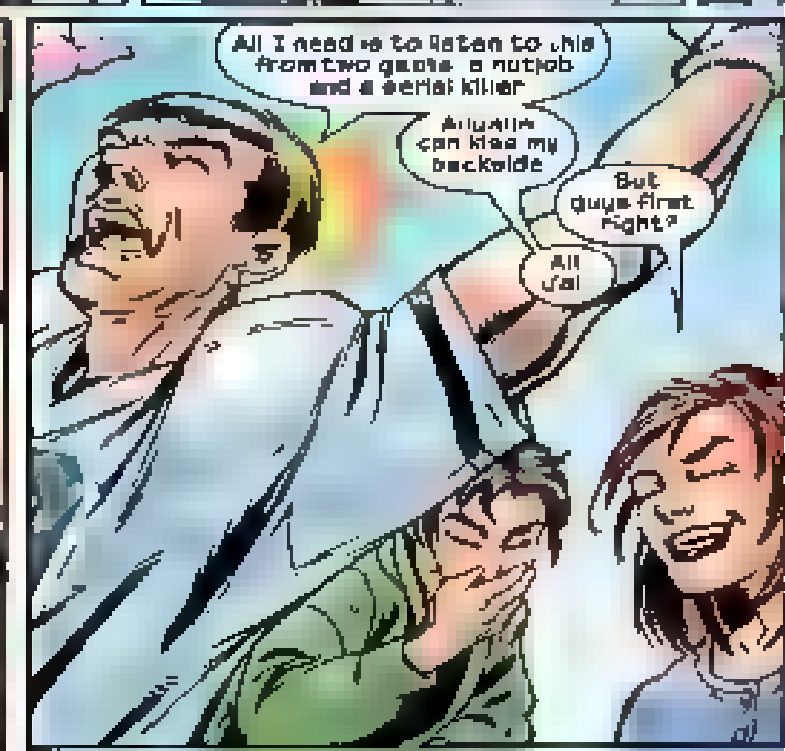
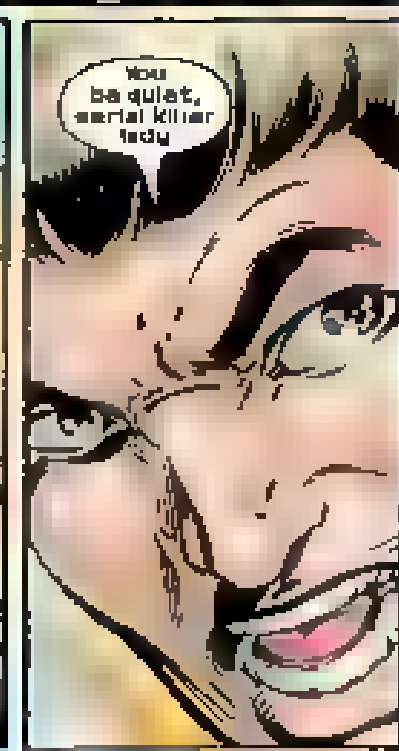
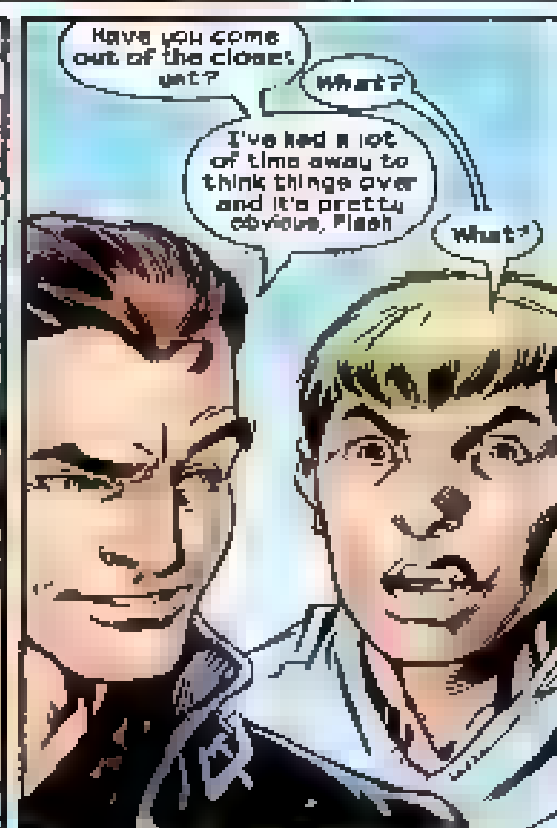


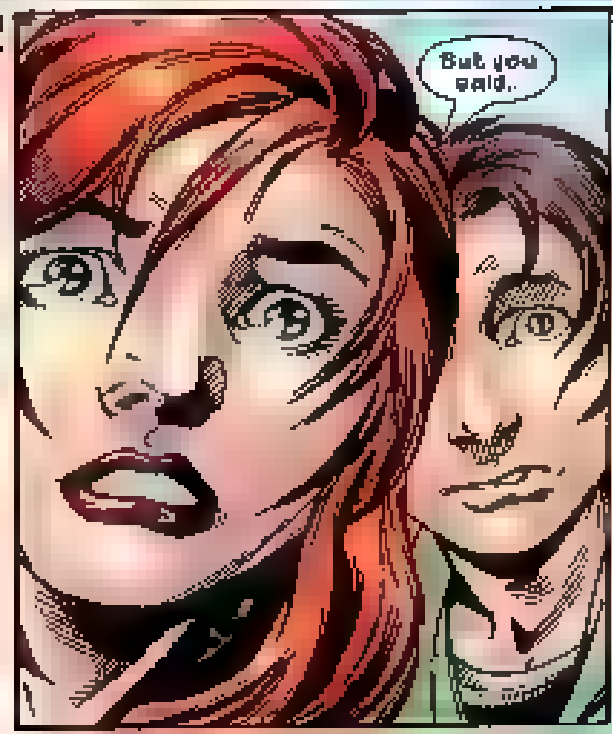
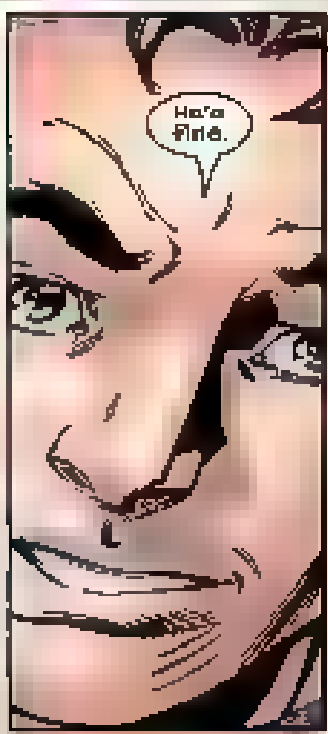
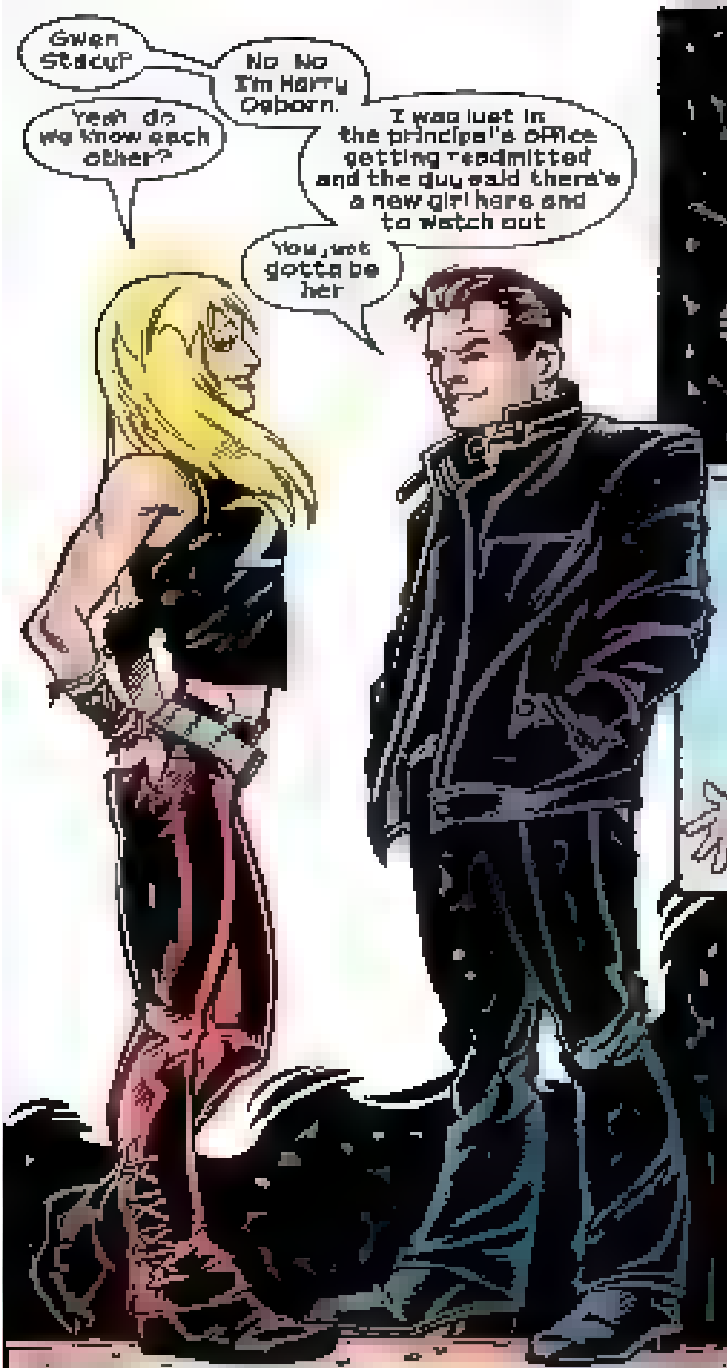


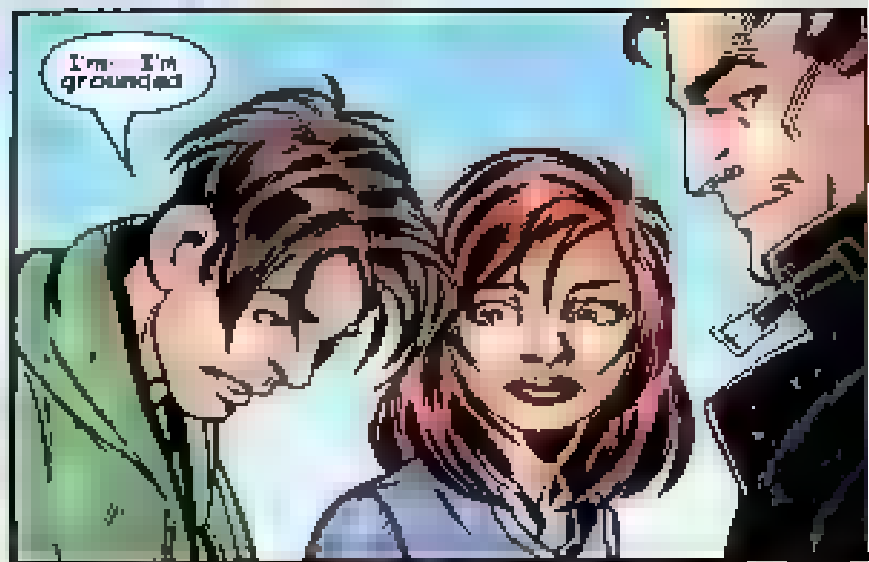
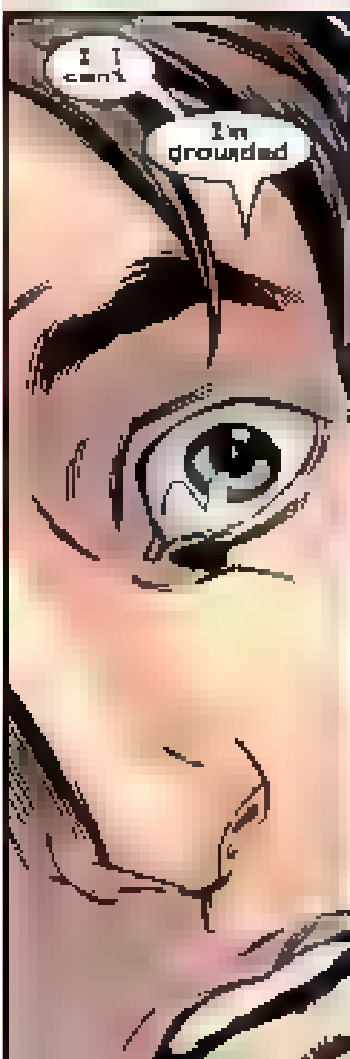
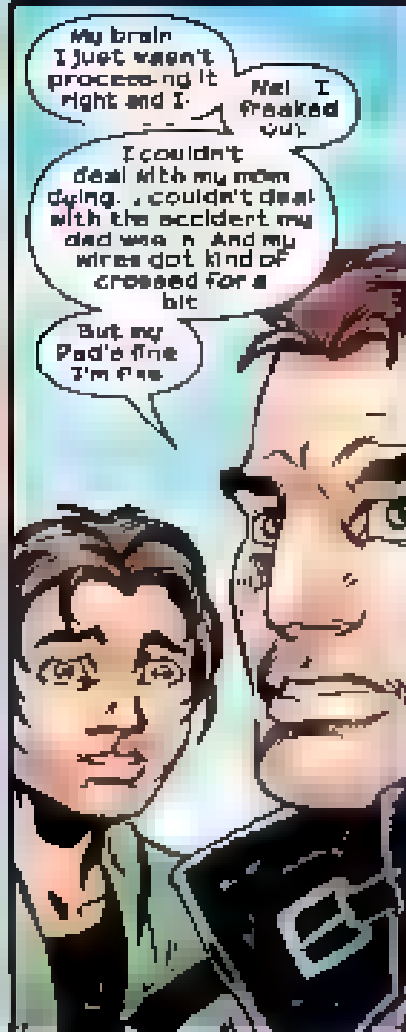
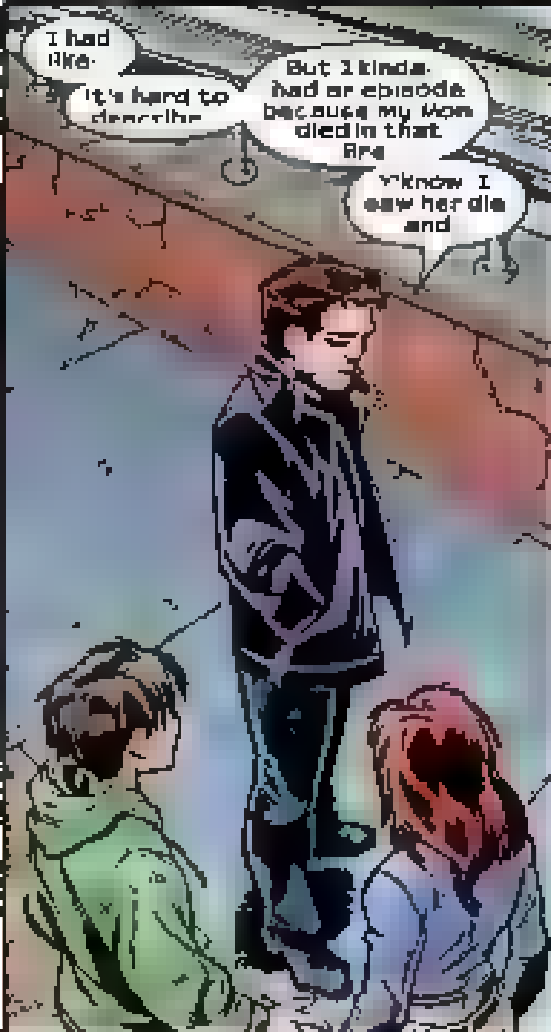














Aaaagghh!!

I knew this would happen!

I knew it.



You don't just get powers like these.

Everything comes back to bite you.

Harry's Dad knows I'm Spider-Man. He knows!!

And I don't care what Harry thinks that goblin thing that trashed our school was his Dad.

I saw his face. I looked into his eyes. That was him. It had to be! He said my name.



No wait. Don't be a paranoid freak for two seconds.

Look at it the other way. Maybe Harry is right.

And that goblin thing had nothing to do with anything other than just some random mutant crazy.



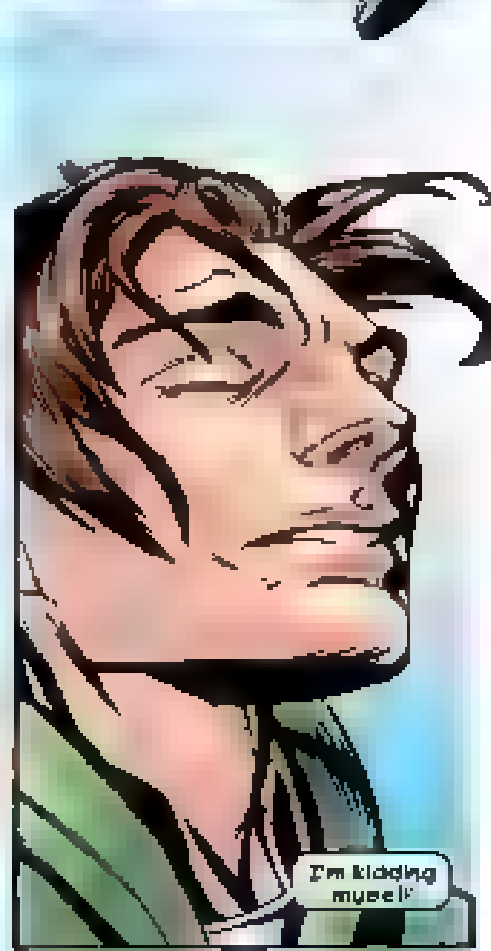
It's not like I haven't seen enough random crazy mutant stuff in my short life as Spider-Man.

And his Dad... well his Dad holds the answers to all my questions.

He knows I got my powers in an accident at Oscorp Labs and maybe he can help me with them. Right?

Maybe there's the beginning of a real turn around for me.

The next chapter.

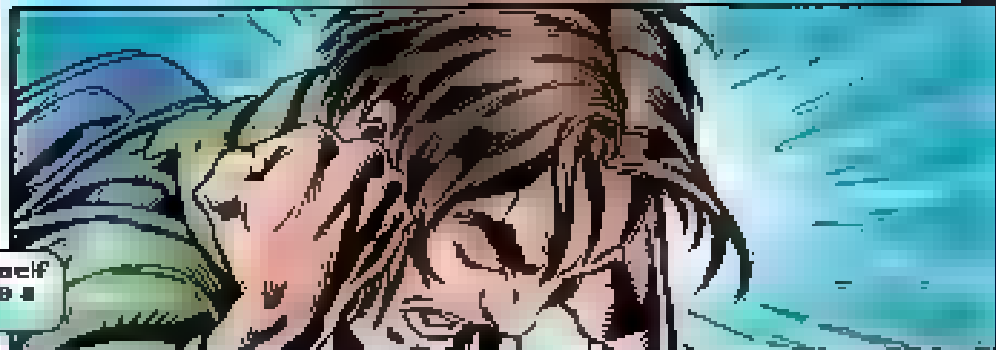


I'm kidding myself.

Awcghh!
Stop it. Just
stop it.

The guy is a worm. You read
everything about him and his
business. He discovers.
He's a worm.

Even if he didn't turn himself
into a mutant goblin he's a
piece of garbage.



And all of a sudden Harry
and him showing up right after I
help put Octavius away.

I mean the Monday after
Doc Ock makes his final
appearance. Oh. At a
sudden. There's Harry
and Norman Osborn.

A big, happy
family!

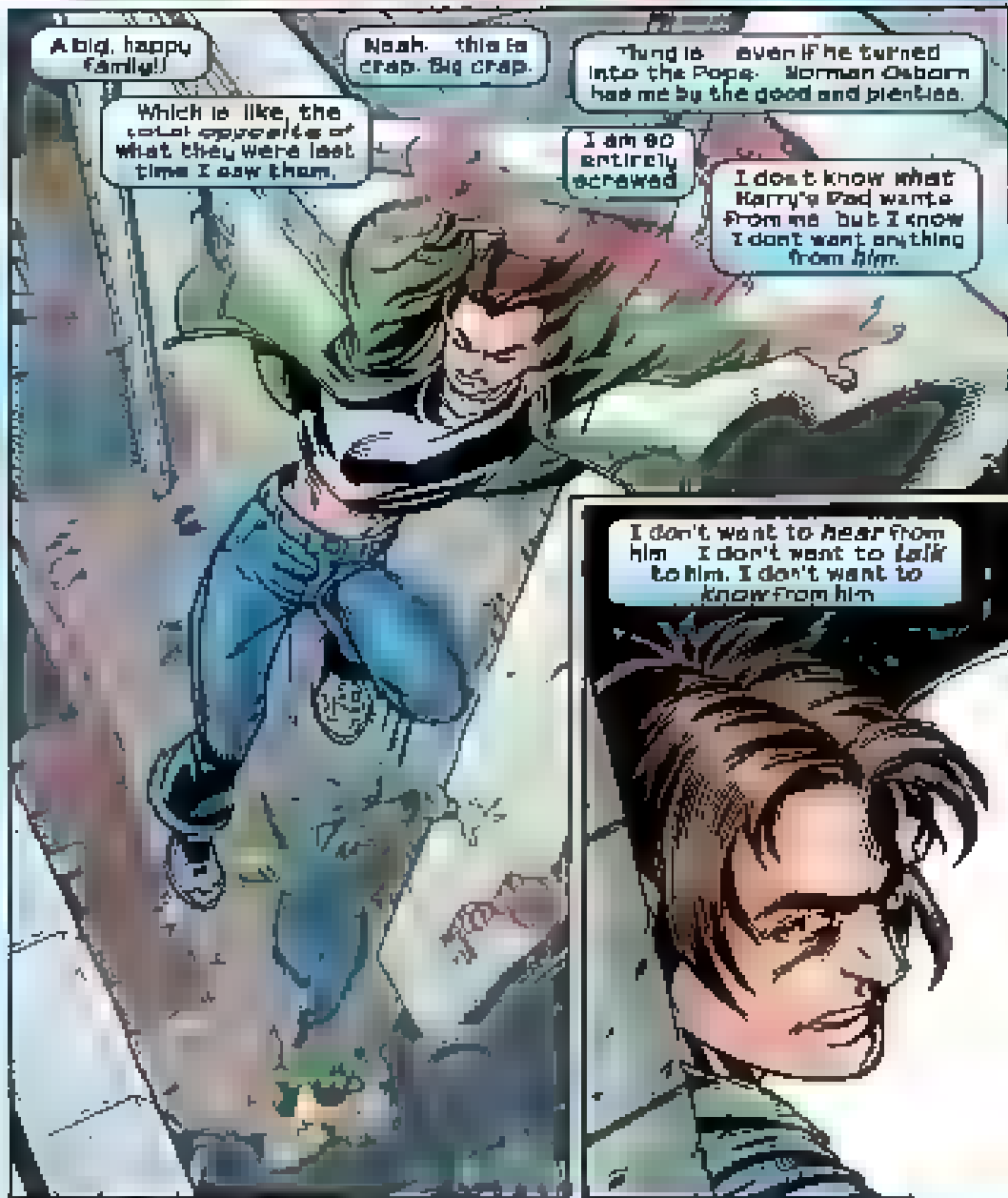
Nash. This is
crap. Big crap.

Thing is. even if he turned
into the Pope. Norman Osborn
has me by the good and plenty.

Which is like the
total opposite of
what they were last
time I saw them.

I am so
entirely
screwed.

I don't know what
Harry's Dad wants
from me. but I know
I don't want anything
from him.



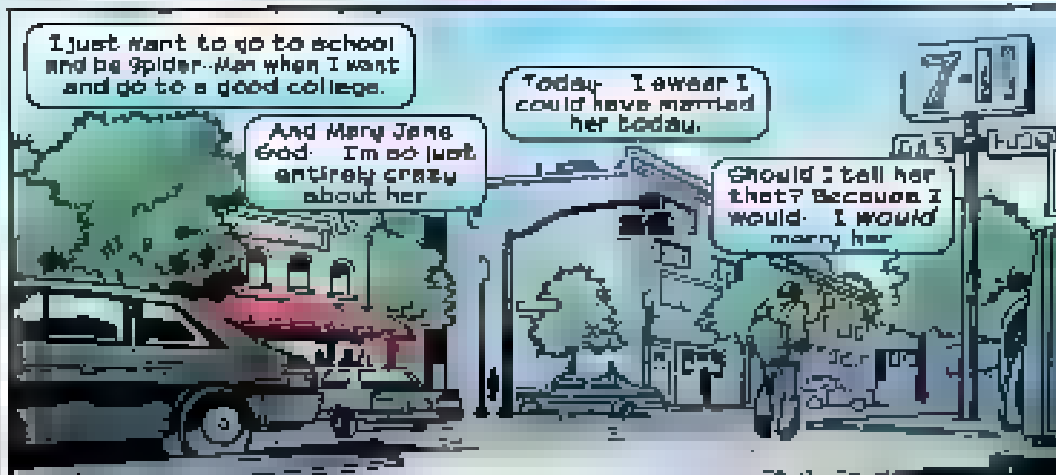
I don't want to hear from
him. I don't want to talk
to him. I don't want to
know from him.

I just want to go to school
and be Spider-Man when I want
and go to a good college.

And Mary Jane
God. I'm so just
entirely crazy
about her.

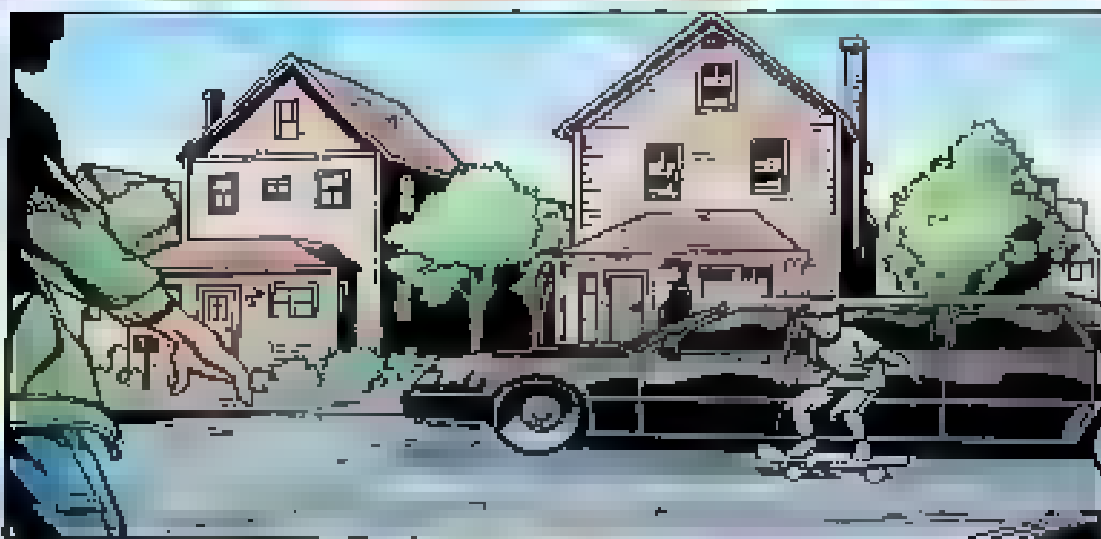
Today. I swear I
could have married
her today.

Should I tell her
that? Because I
would. I would
marry her.

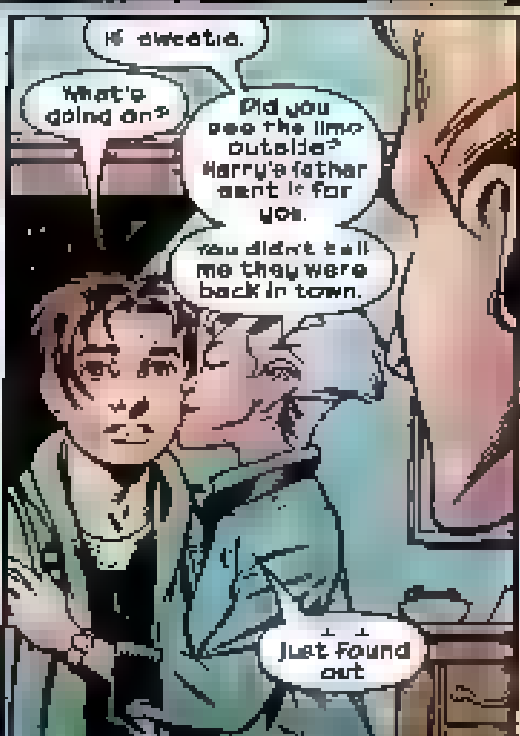
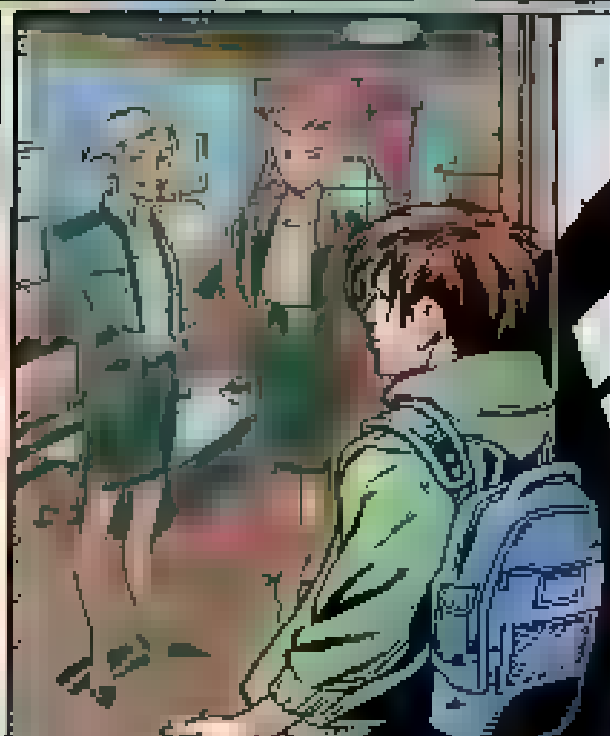


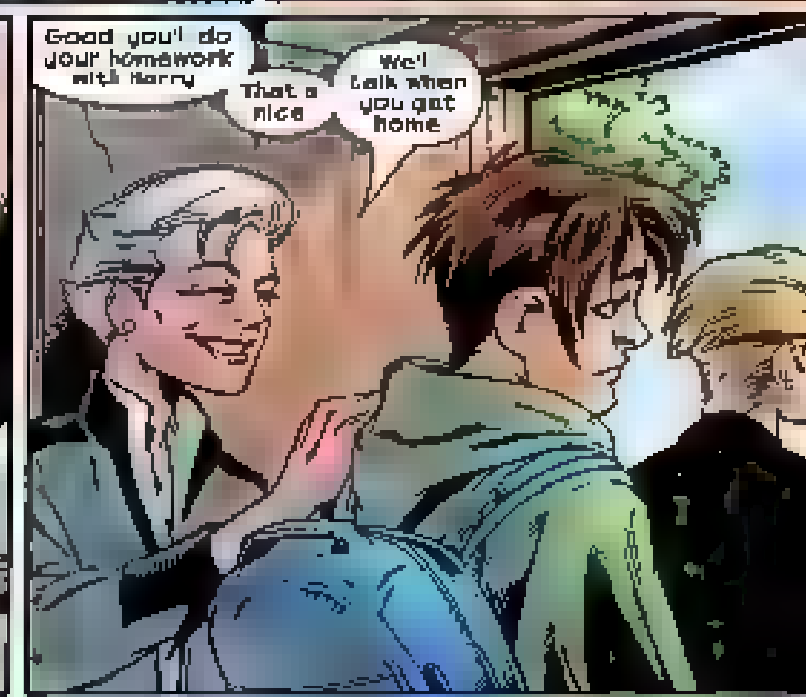
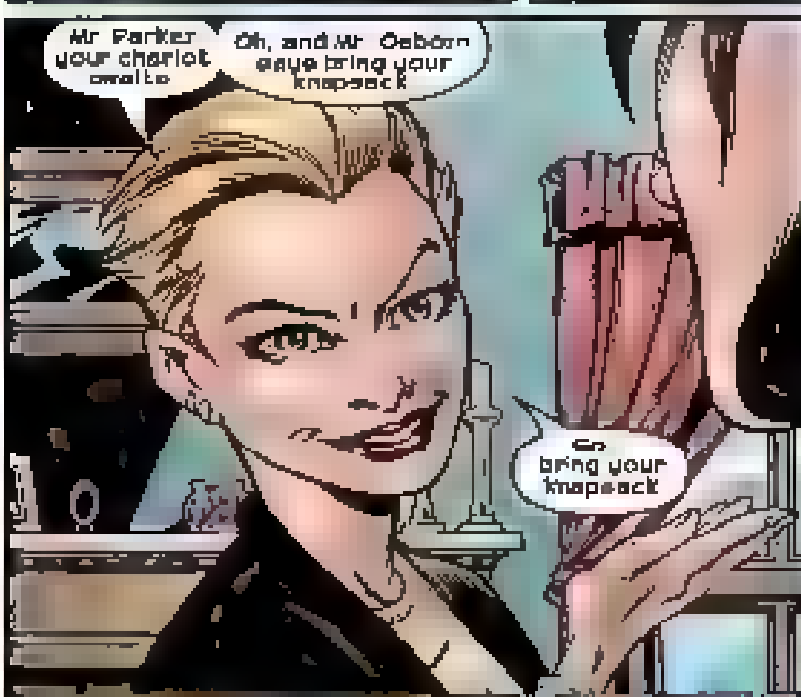
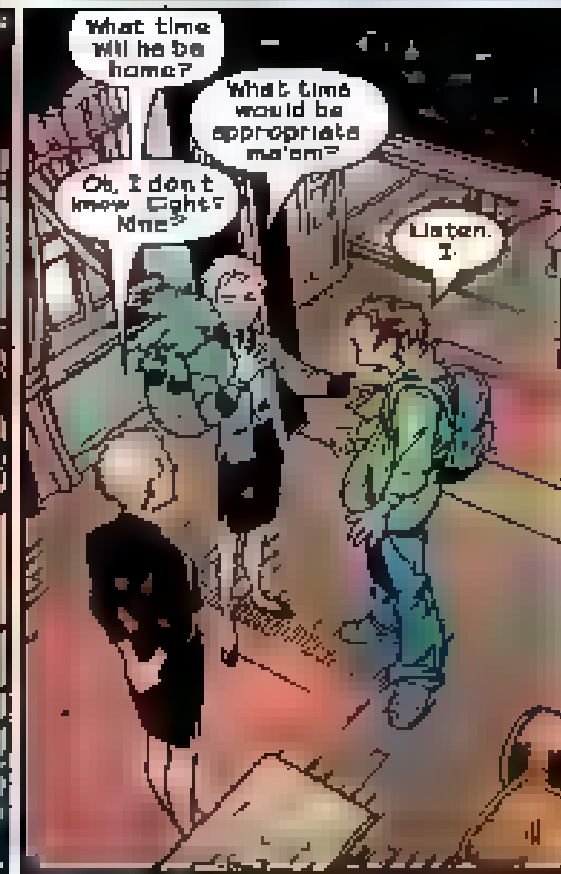
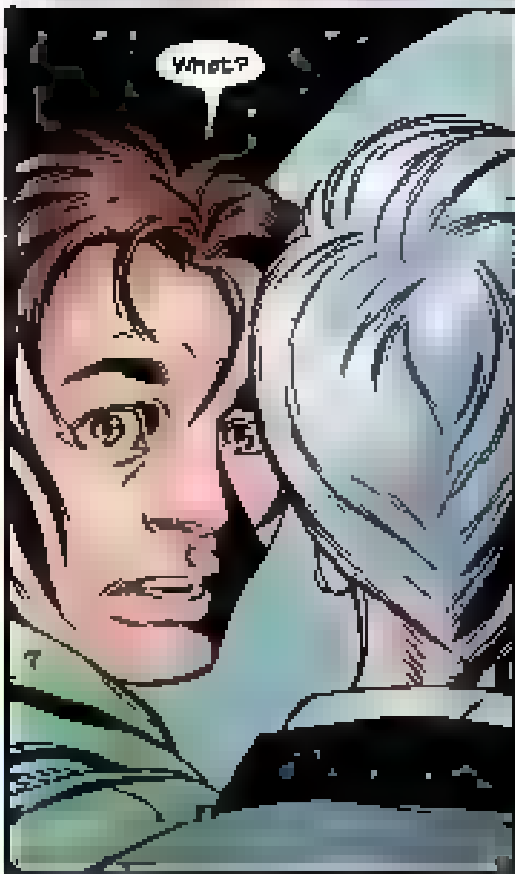
Well as much as I hate being grounded and not being able to hang out with her.

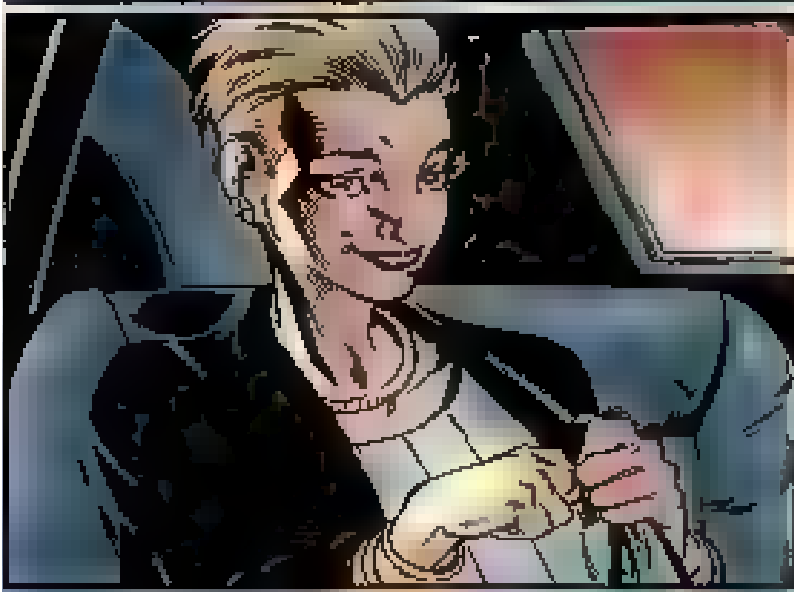
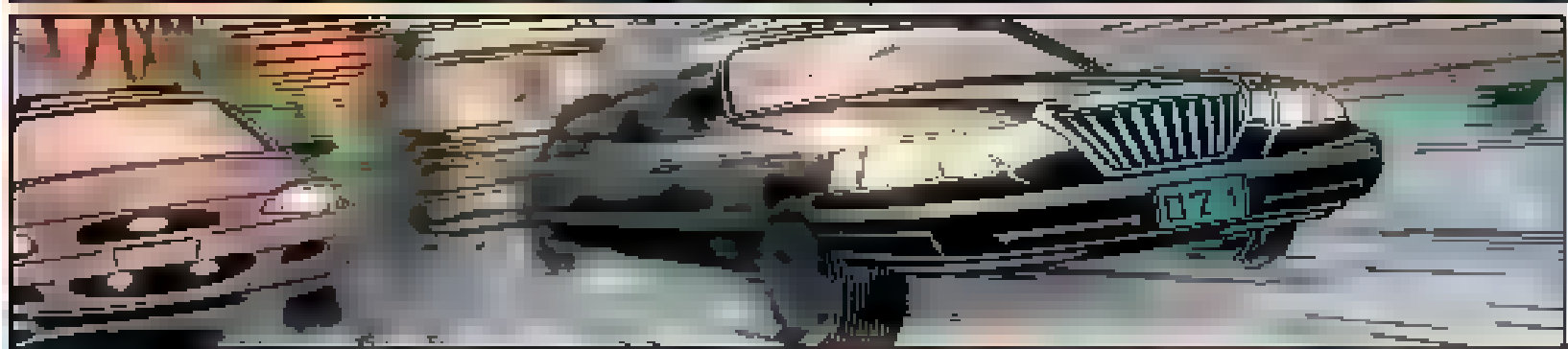
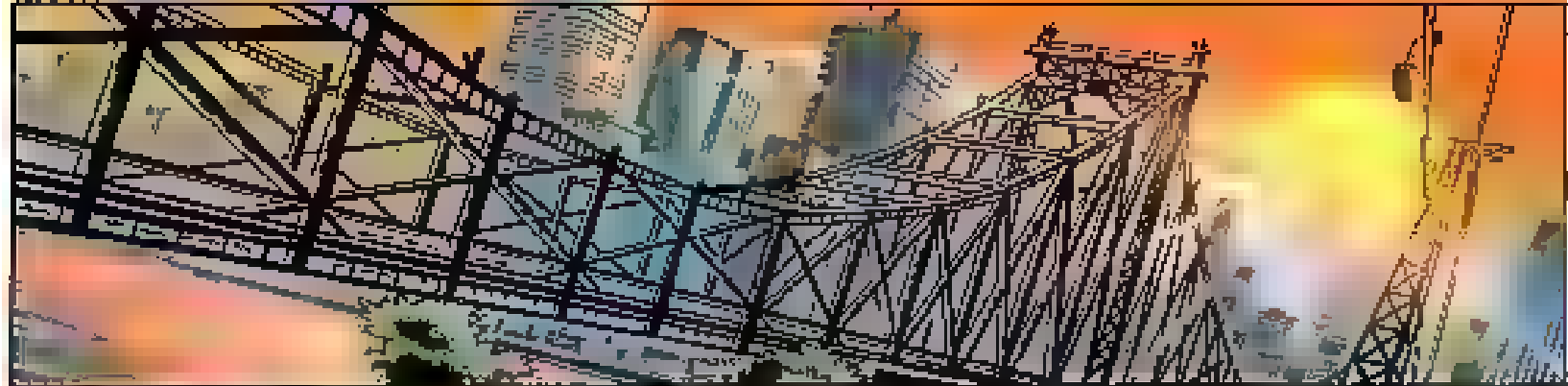
At least it gives me an excuse to stay away from the Osborne until I can get my head together.

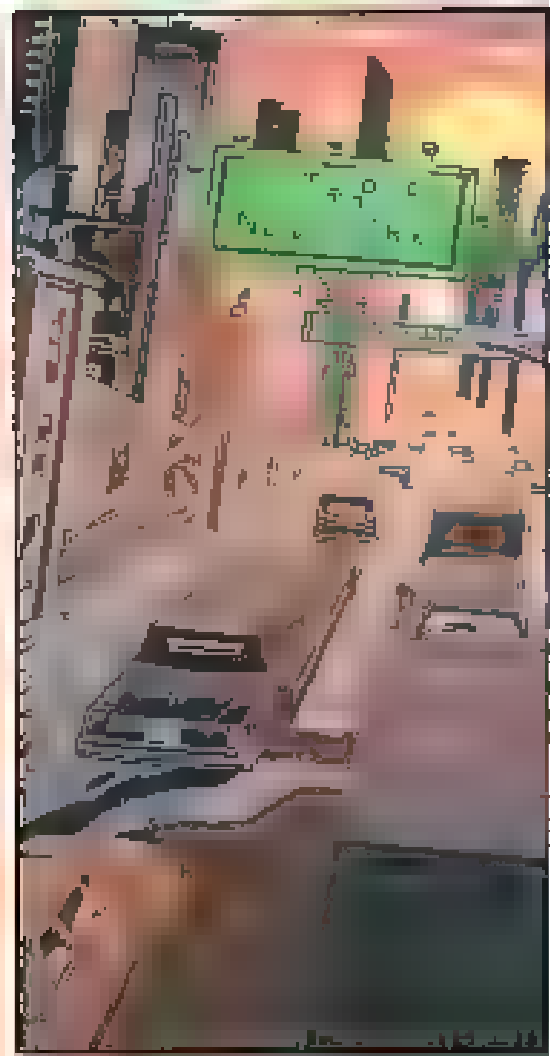
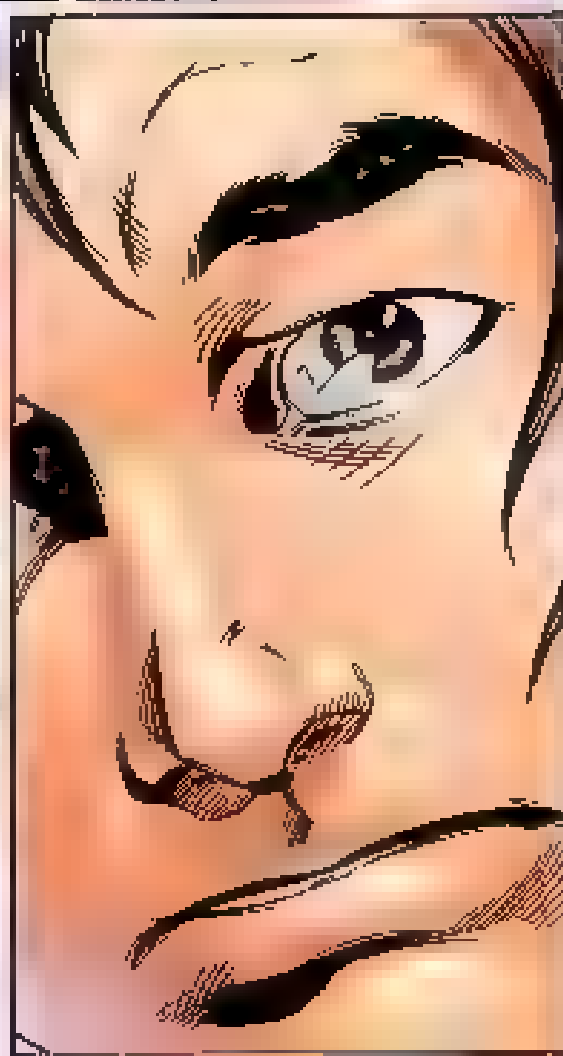
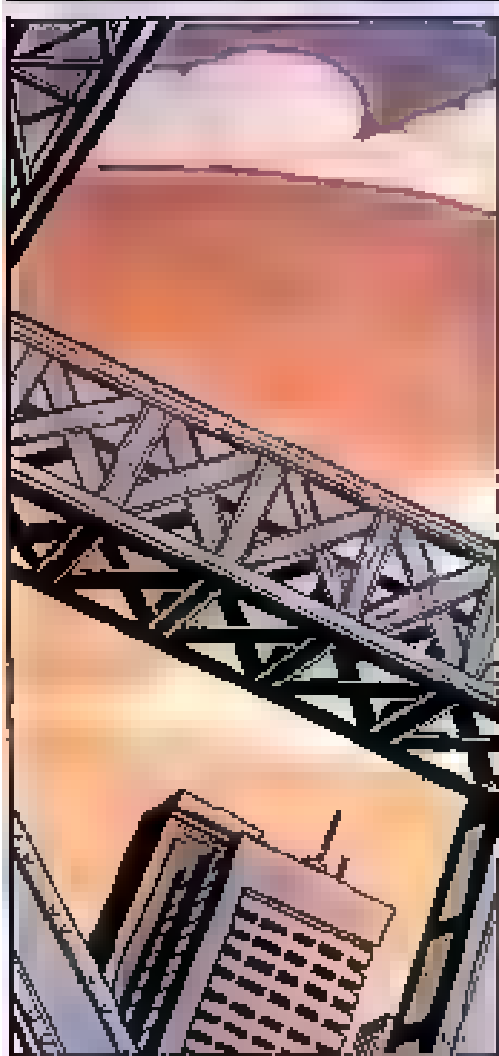
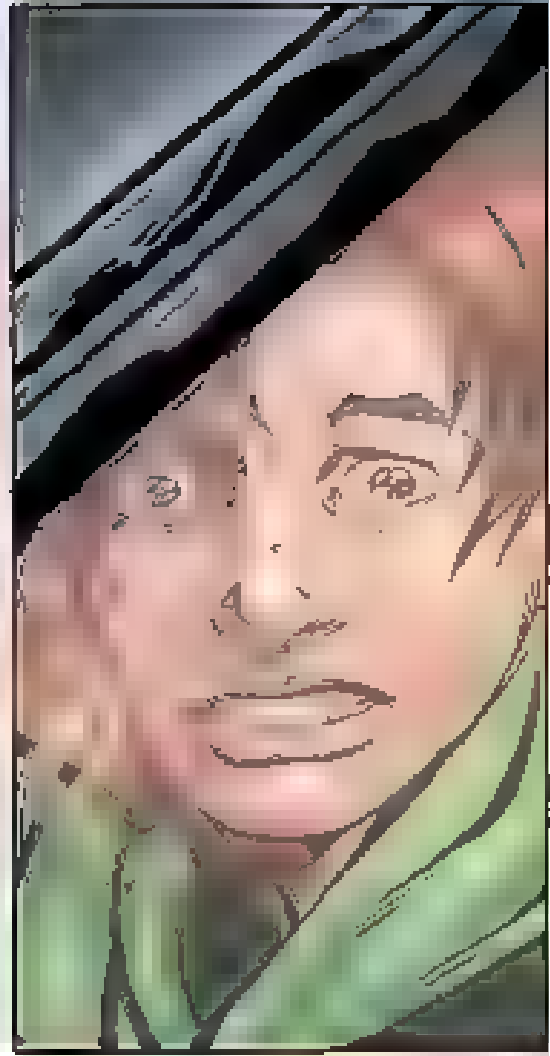
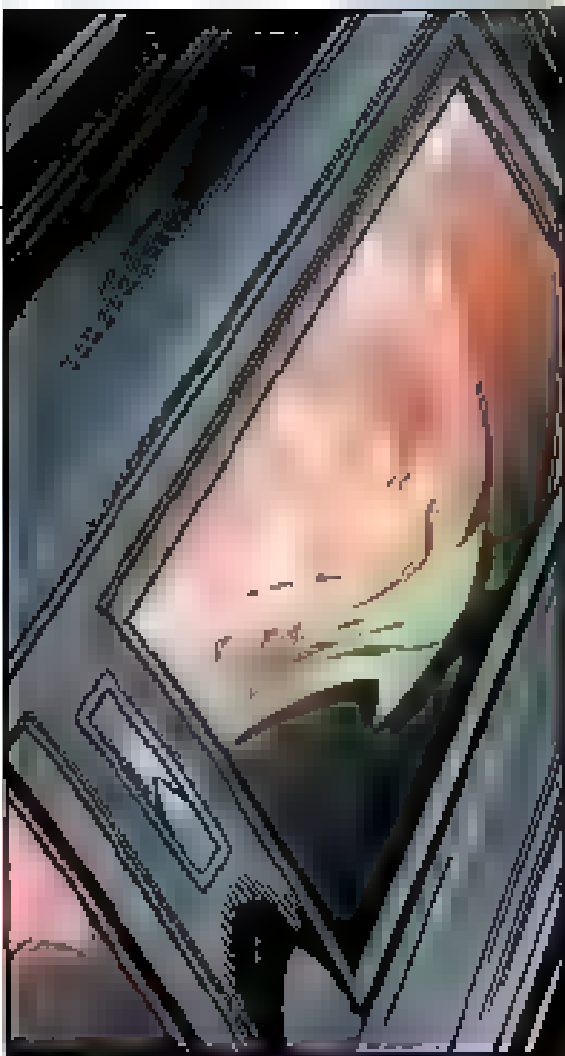


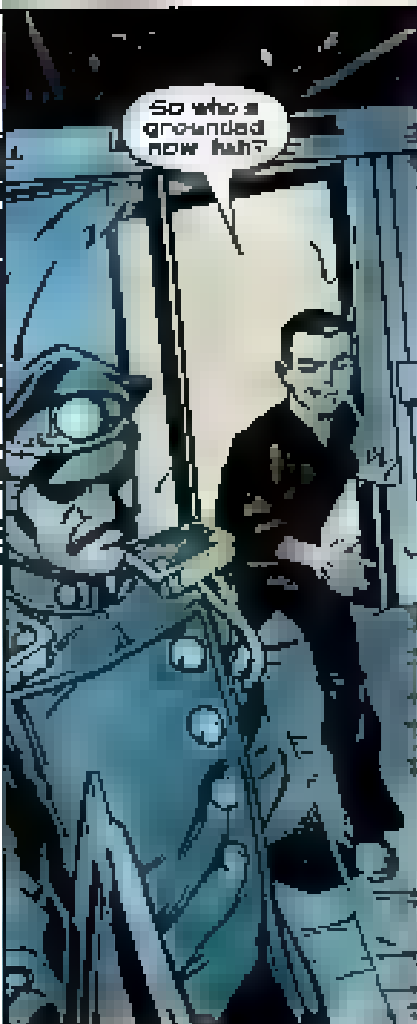
Oh, and here he is now.



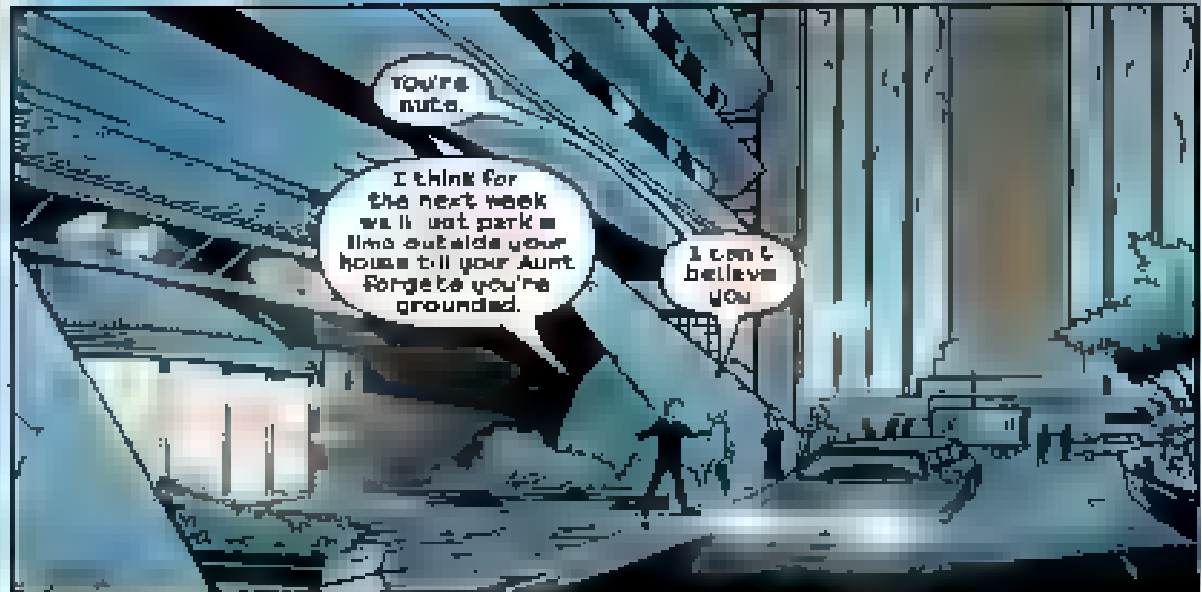








So who's grounded now huh?



You're nuts.

I think for the next week we'll just park a limo outside your house till your Aunt forgets you're grounded.

I can't believe you.



You don't say no to an Osborn.

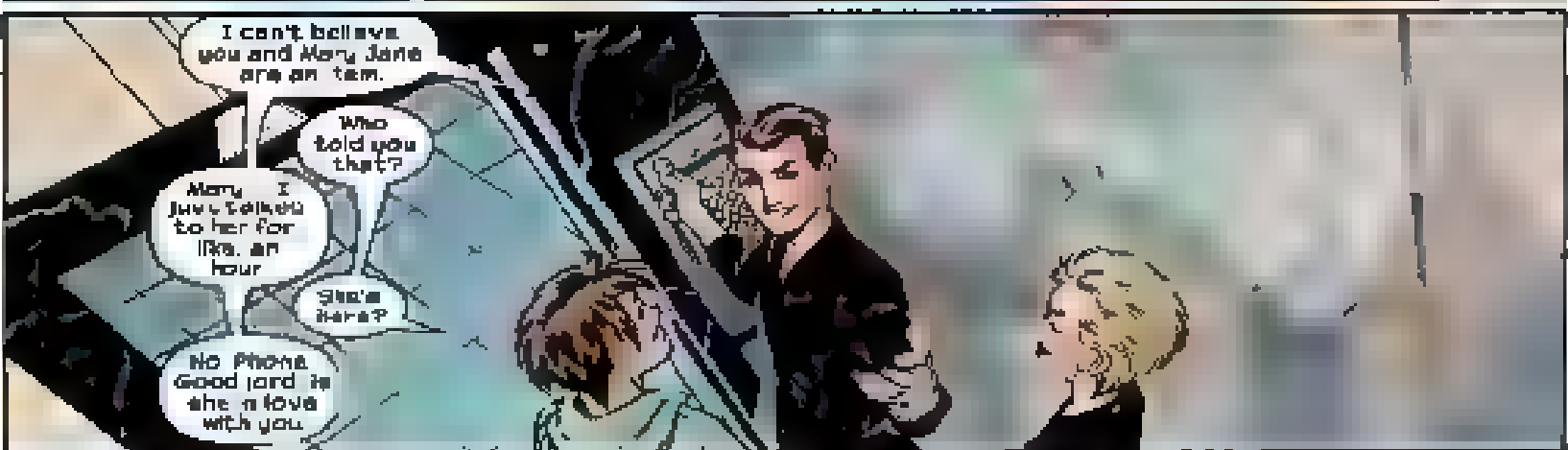
But this wasn't me. This was my Dad.

Told you he wanted to see you.

You know why?

Nope. Probably wants to buy you to be my friend. What's your quote?

Cut it out.



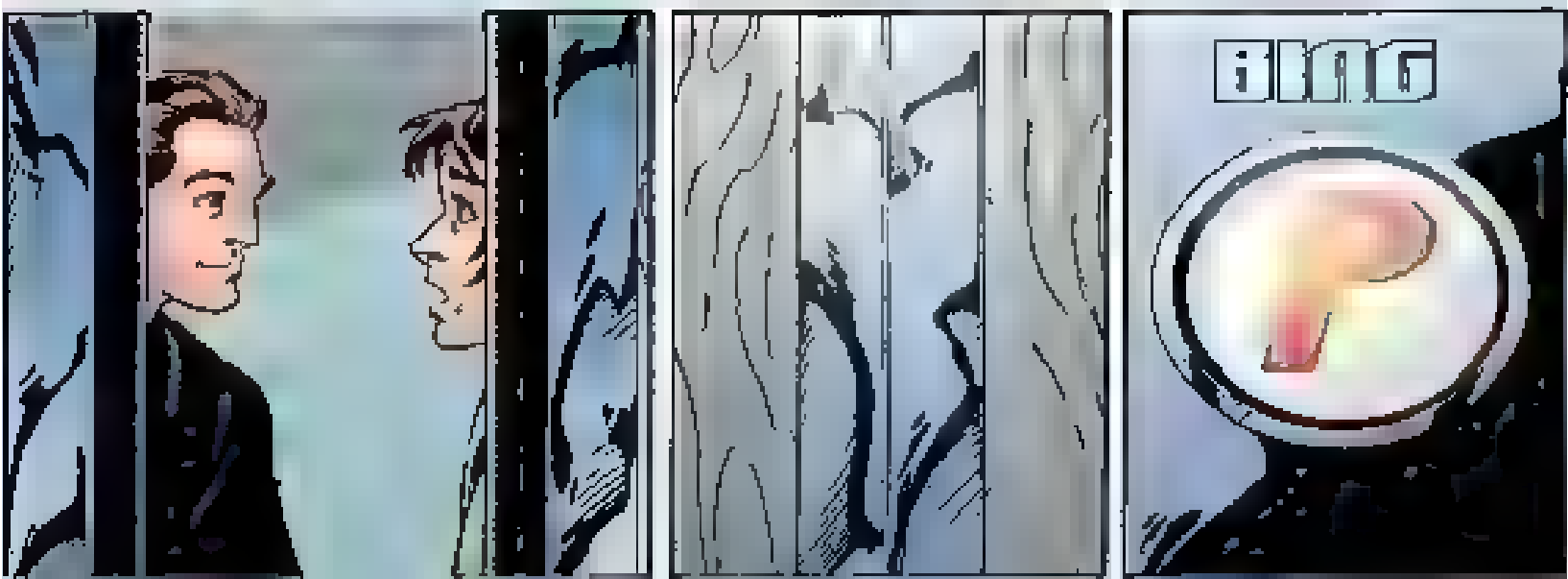
I can't believe you and Mary Jane are an item.

Who told you that?

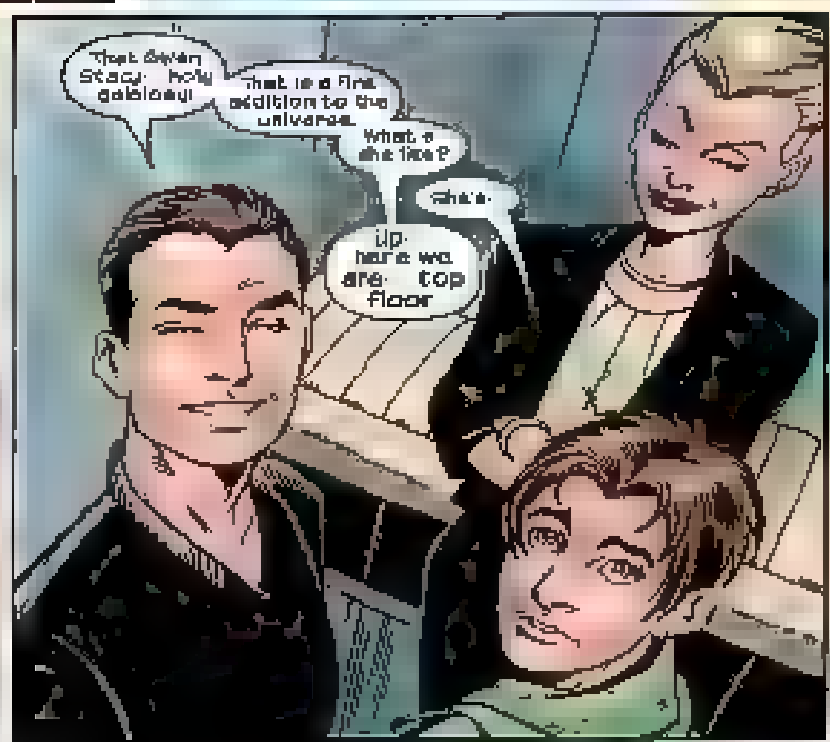
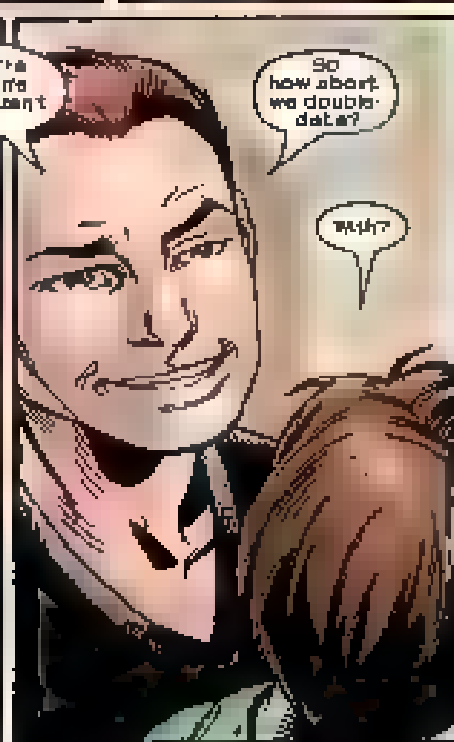
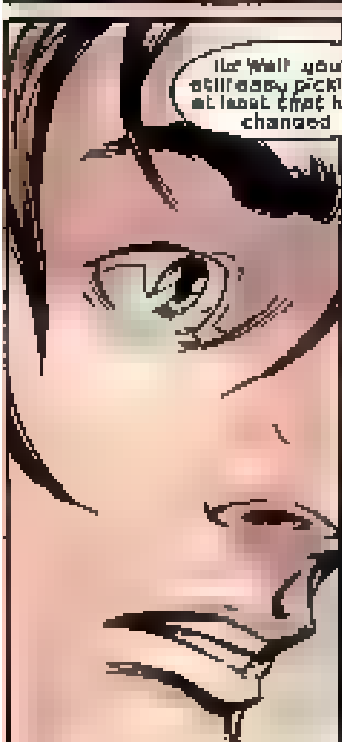
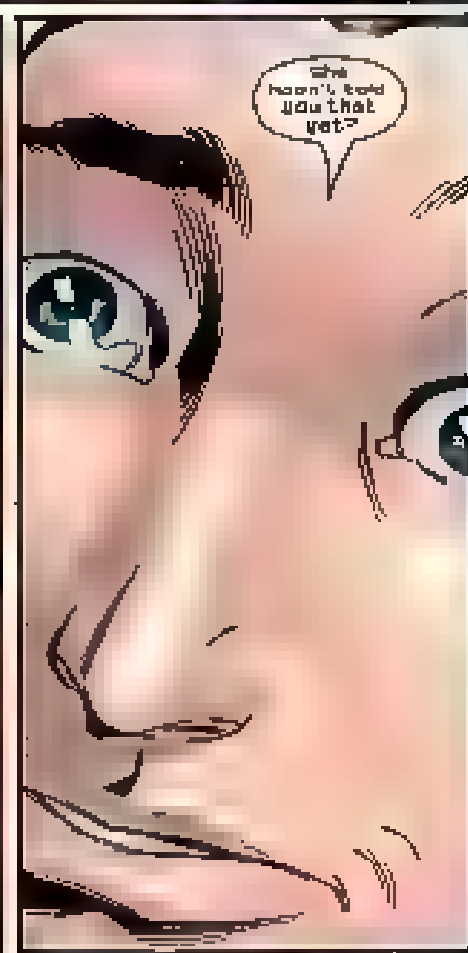
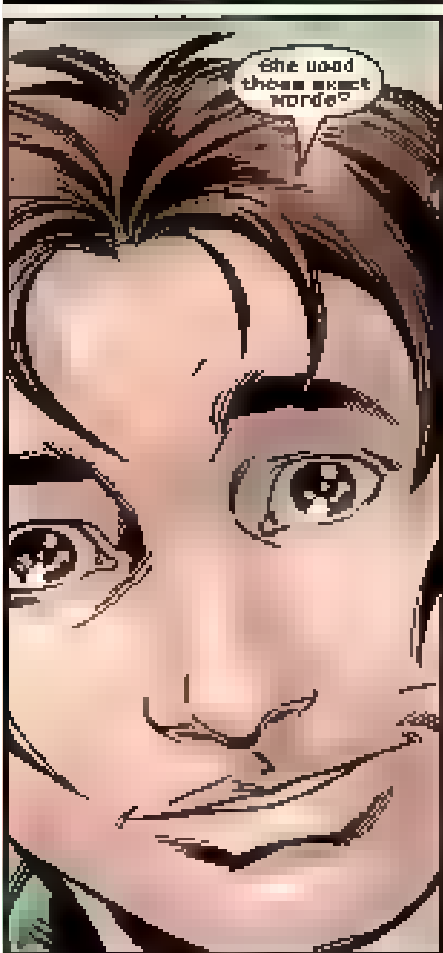
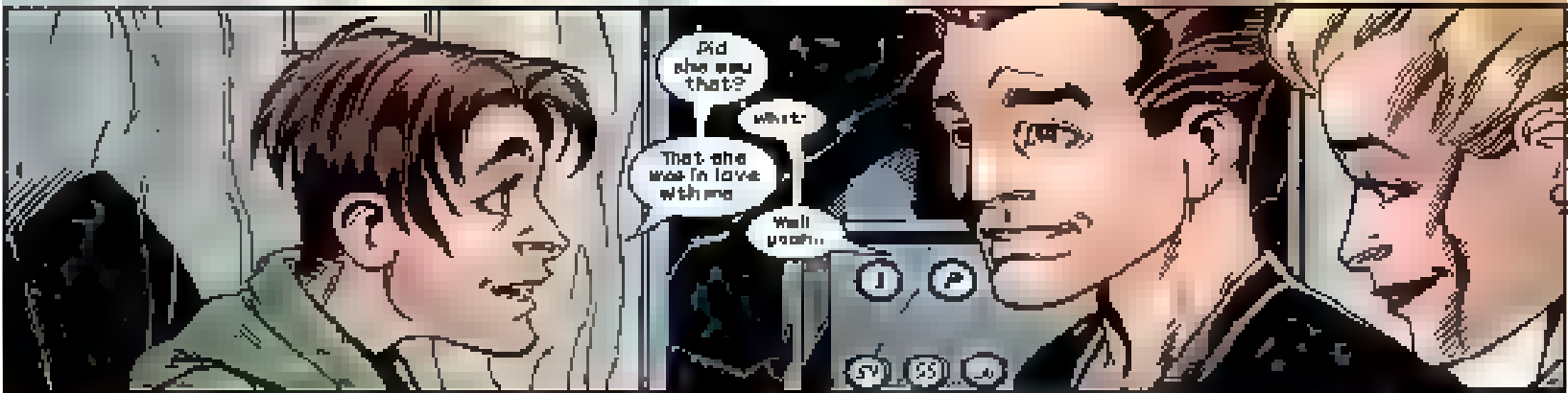
Mary. I just talked to her for like an hour.

She's here?

No phone. Good lord is she a love with you.



BING





That's where you live?

Yeah, I like it.



No duh. But but why are you going to school in Queens then?



Cause I want to be with you guys.



Listen I have to finish up with my therapist.

He's mad at me cause I walked out to come meet you. I'm not supposed to do that.

My Dad's in there. Just knock.



Wait what?



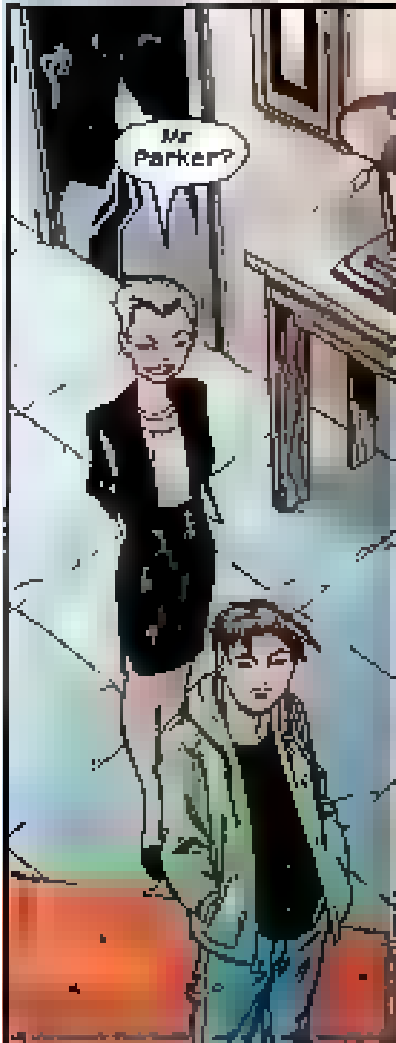
My Dad wants to talk to you over there.

I'll be in my room back here.

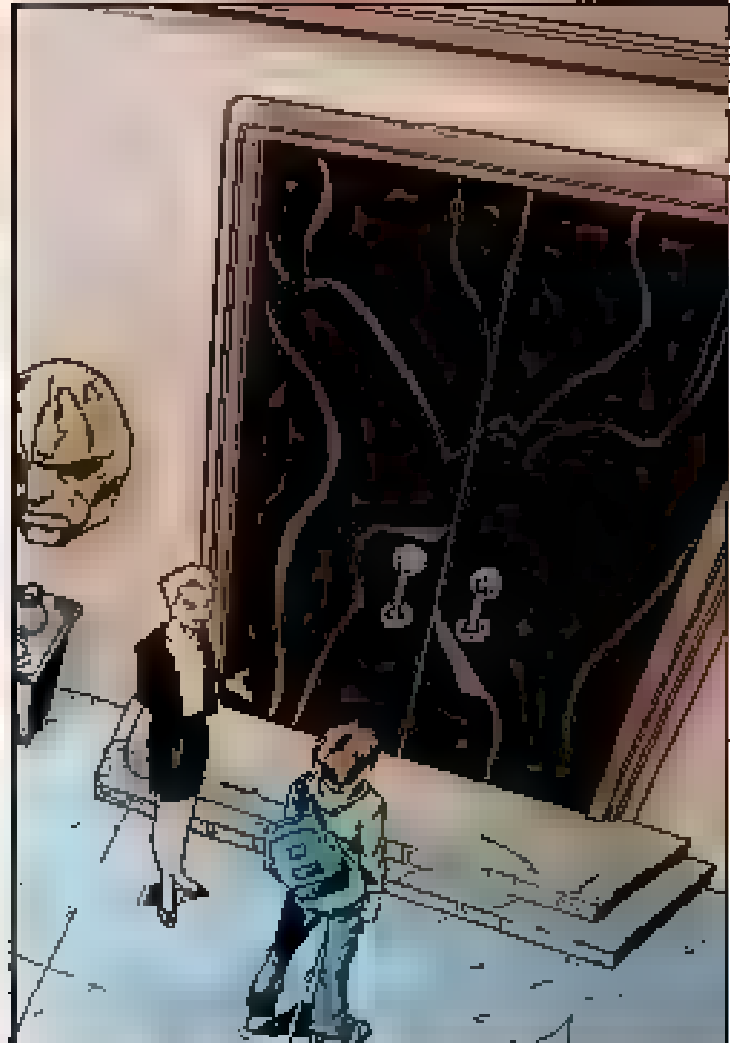
Just come meet me when you're done with whatever.

Your doctor?

Yeah. We just talk and stuff. No biggie.



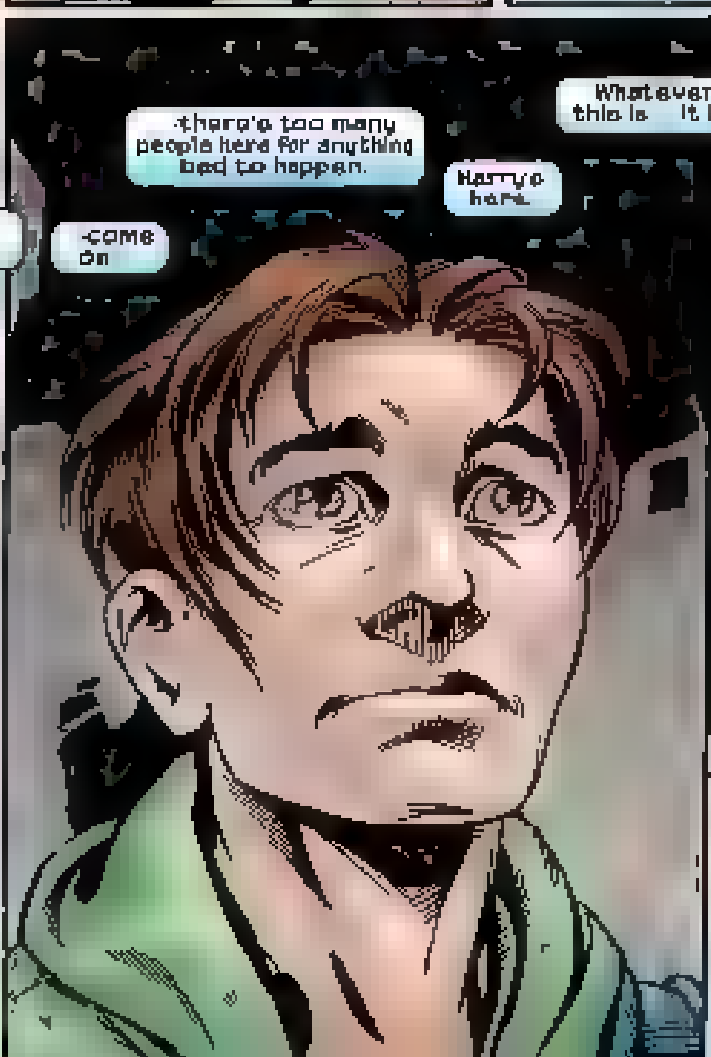
Mr Parker?



I feel like I'm going to faint

Whatever this is I'm not ready for it I'm not prepared.

But think.

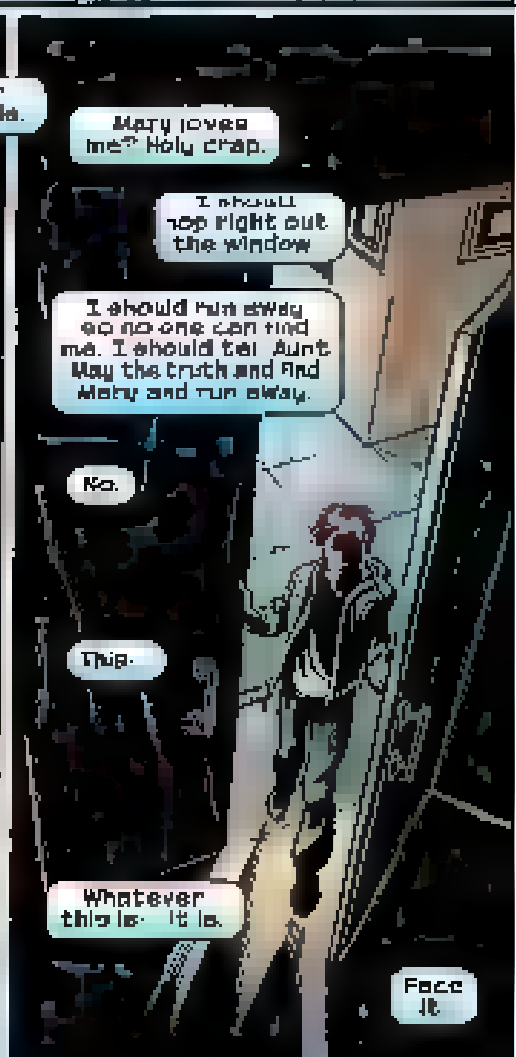


there's too many people here for anything bad to happen.

Harry's here.

come on

Whatever this is it is.



Mary loves me? Holy crap.

I should top right out the window

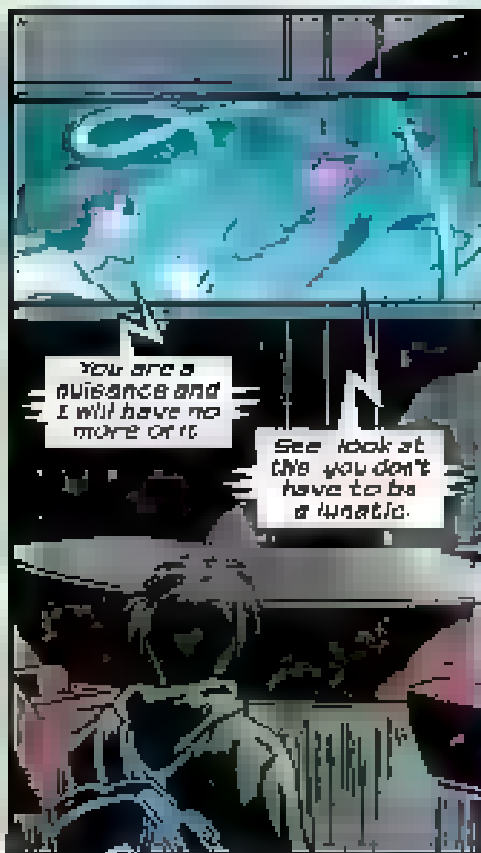
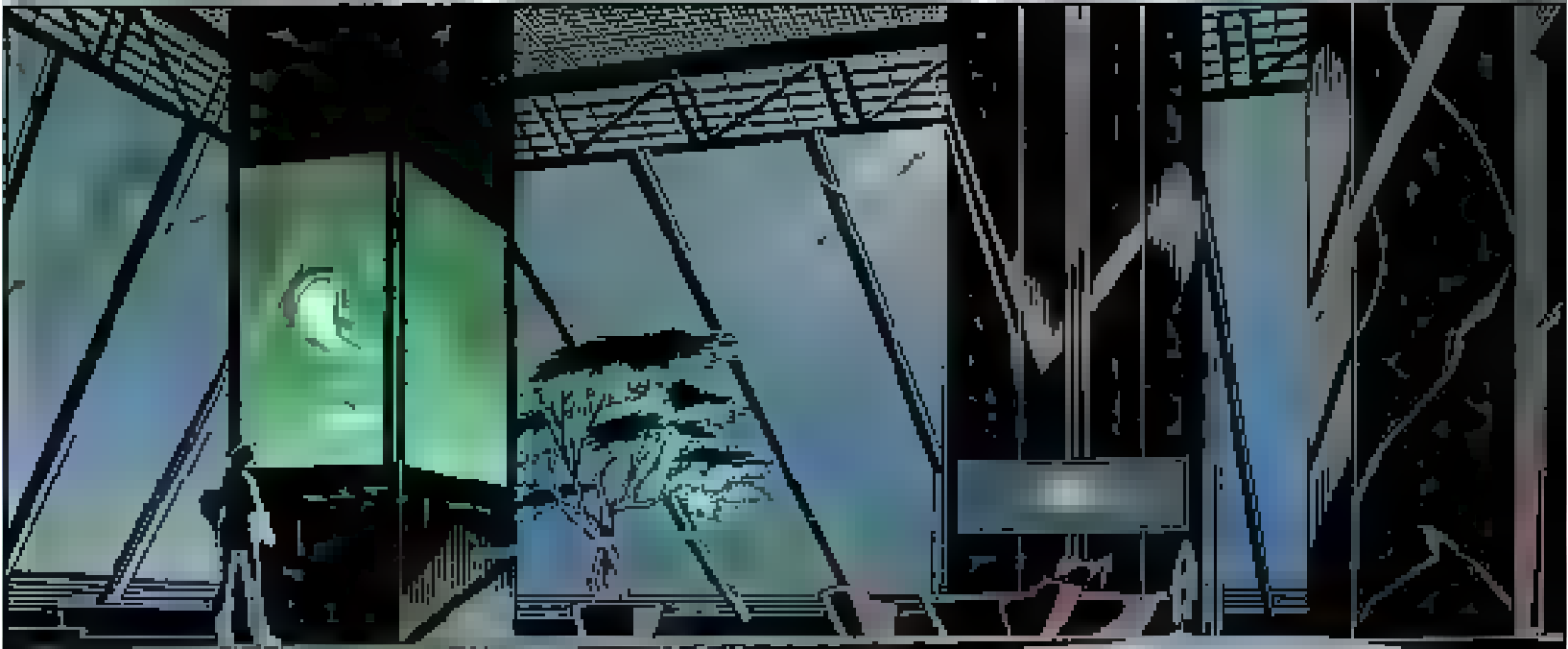
I should run away so no one can find me. I should tell Aunt May the truth and find Mary and run away.

No.

Thup.

Whatever this is it is.

Face it

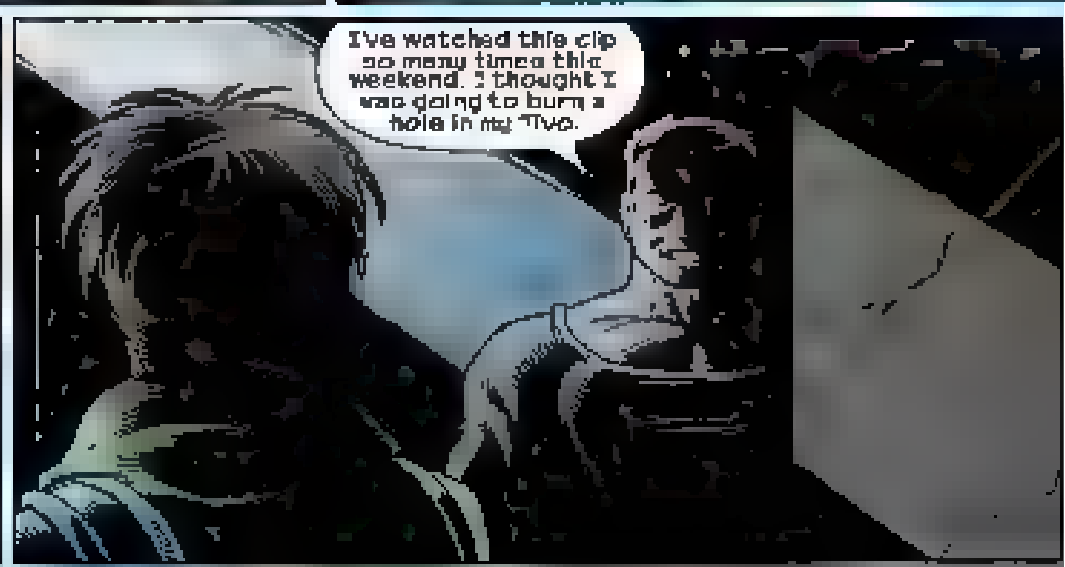
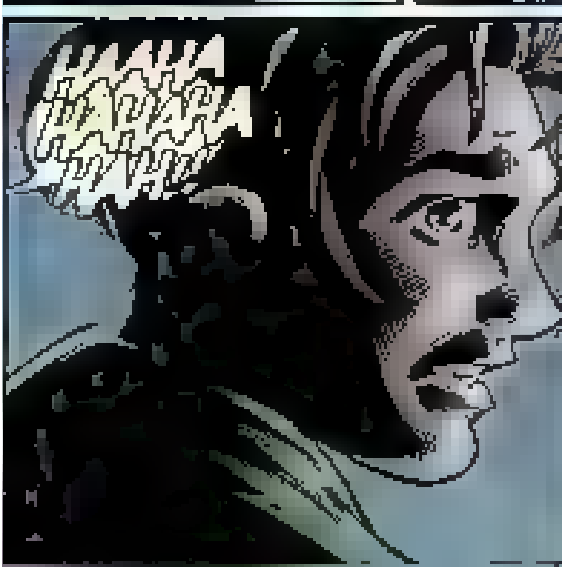


You are a
nuisance and
I will have no
more of it.

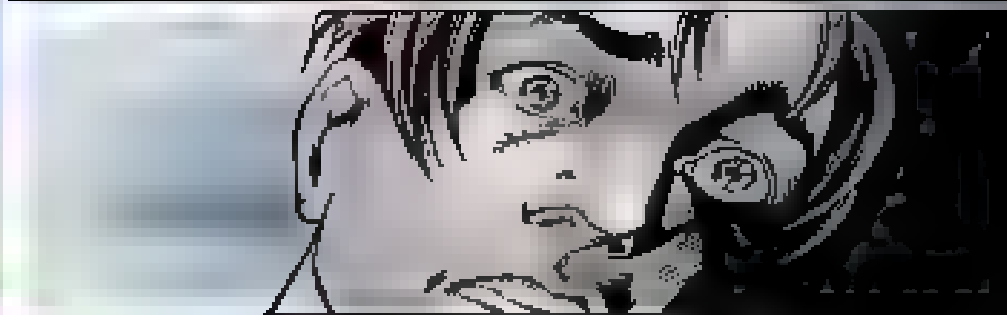
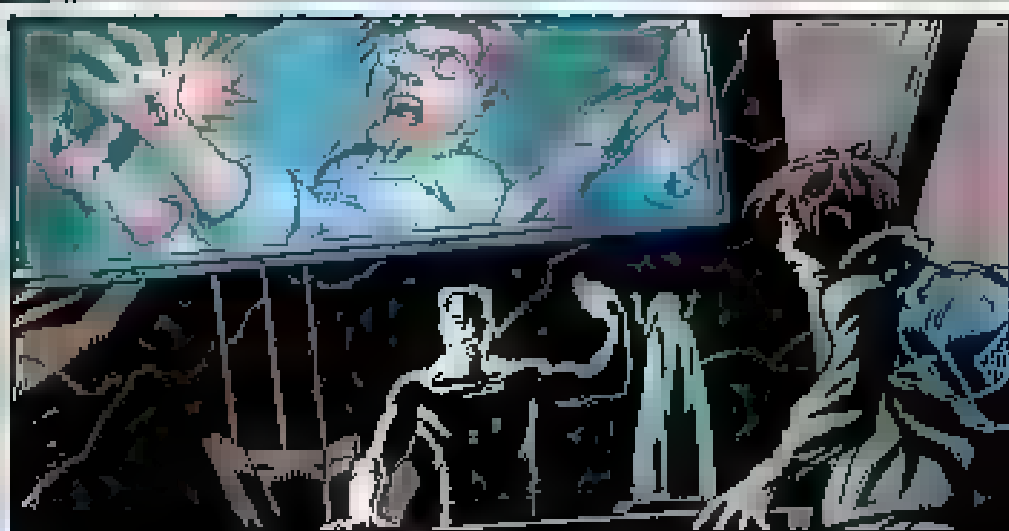
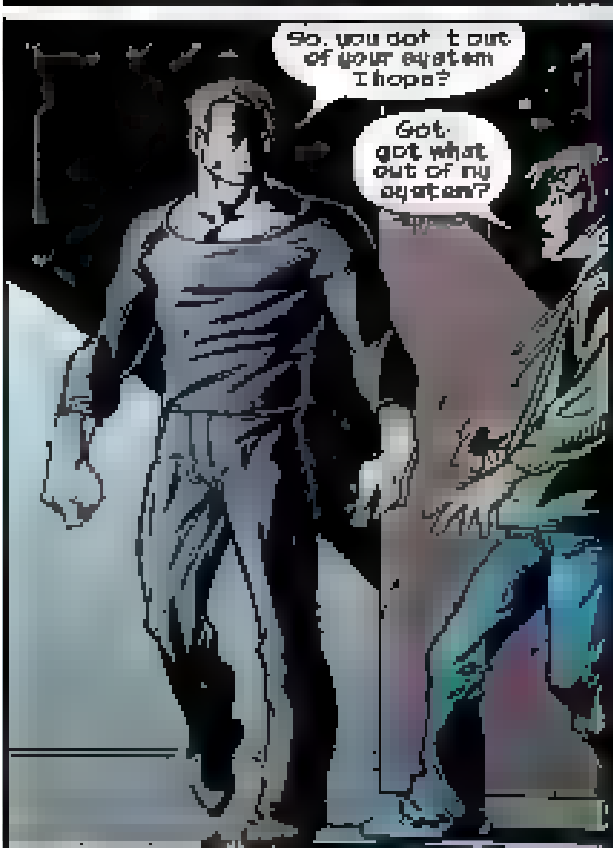
See look at
this you don't
have to be
a idiotic.

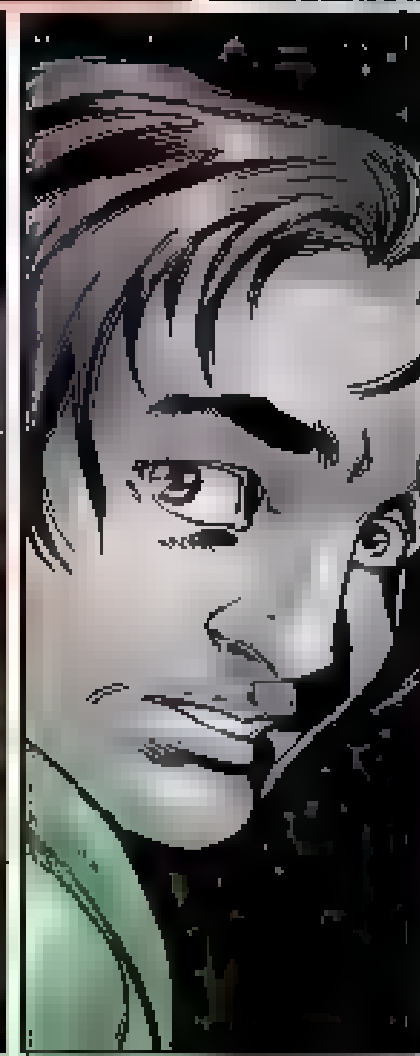


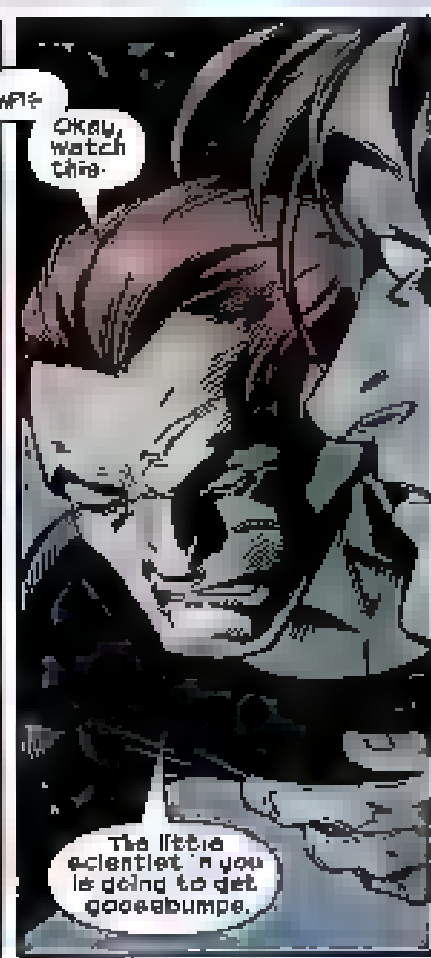
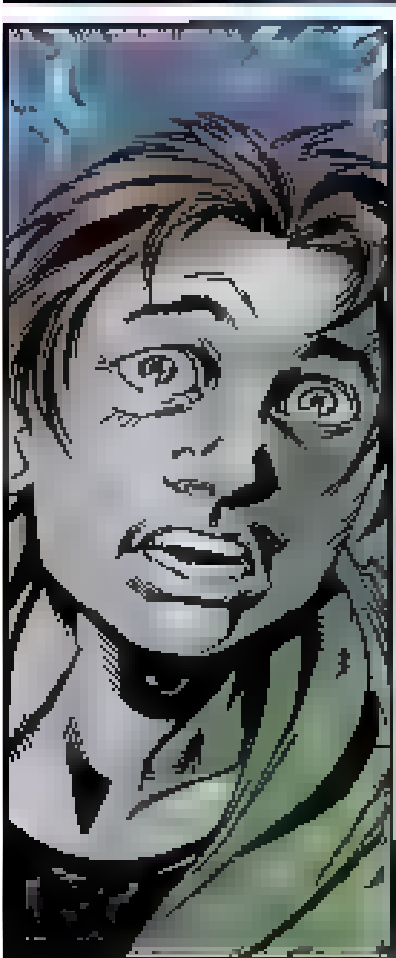
You could rent
yourself out
as a children's
ride. you don't
have to be all..

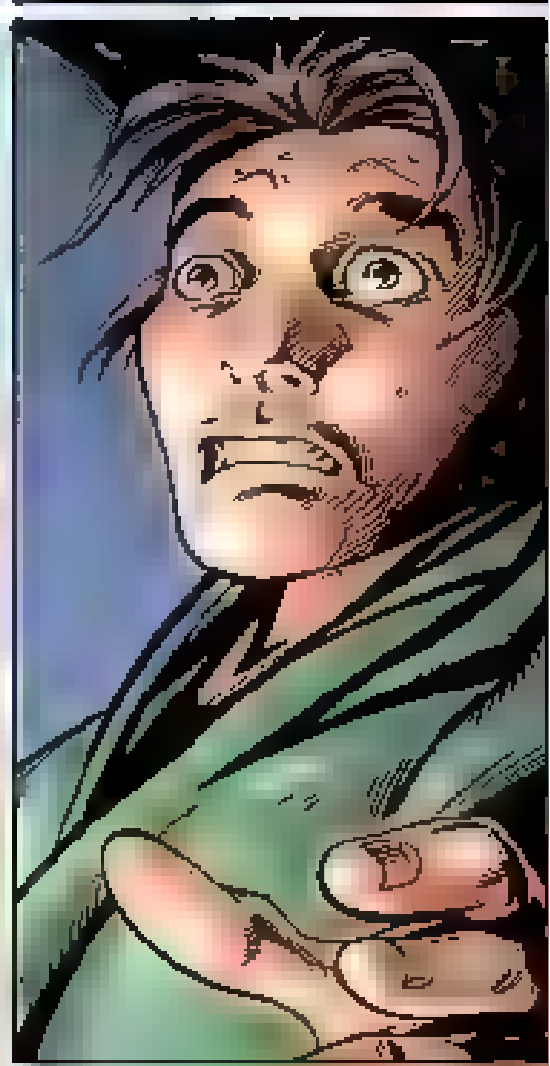
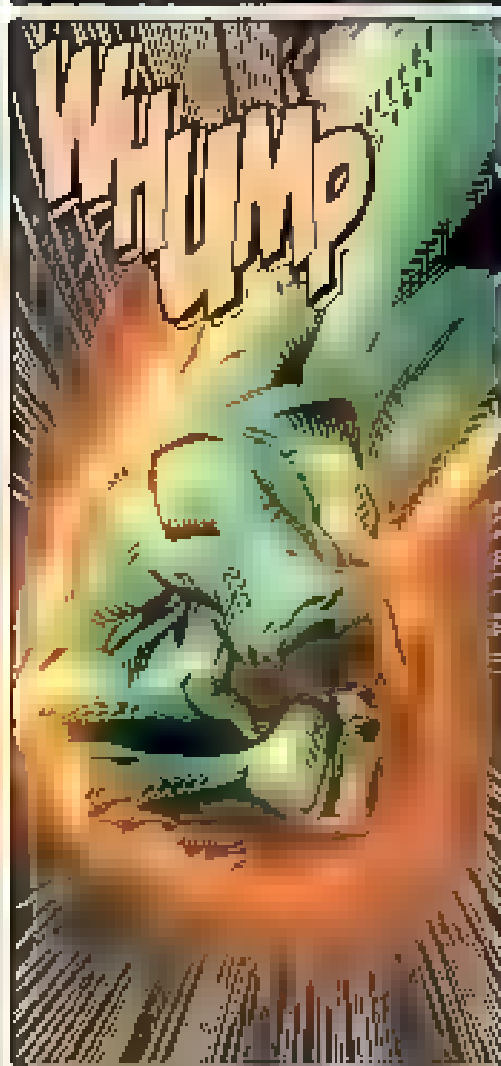
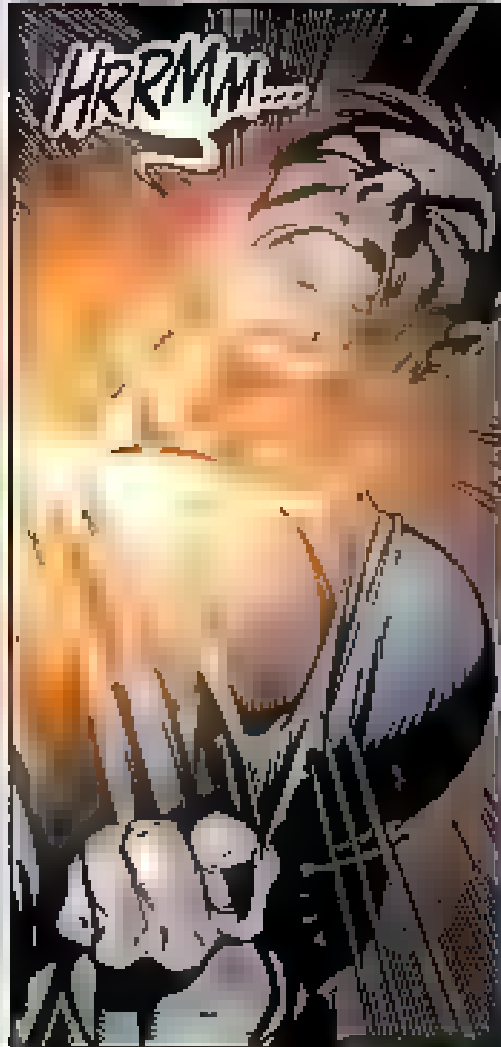


I've watched this clip
so many times this
weekend. I thought I
was going to burn a
hole in my Tivo.











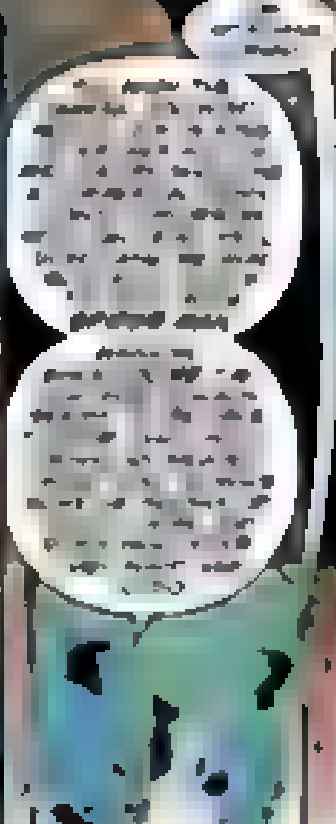
LOW
WHAT WAS YOUR
QUESTION

**To Be
Continued...**

JAY LENO & SPIDER-MAN ONE NIGHT ONLY!

(DON'T FORGET TO TIP YOUR WAITRESS)

PAGE ONE



DON ZIMMERMAN WRITER
 GUY CAPULLO PENCILS DANNY DUKAKIS INKS
 N. STUDIOS' DAN KEMP COLORS
 WES ABBOTT LETTER
 JOHN MUESEGALE ASSISTANT EDITOR
 ADRI ALONSO EDITOR JOE QUARANTA COVER
 JEMAS PRESIDENT



ISSUE
23

RESPONSIBLE

ULTIMATE

SPIDER-MAN

BENDIS
BAGLEY
THIBERT

MARVEL



Peter Parker



Ment May



Mary Jane Watson



Harry Osborn



Norman Osborn



Green Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, webbed-like powers. Strength, wit, a spider-like sixth sense warning him of personal danger. And most amazing of all—Peter can walk on walls.

When a burglar killed his beloved uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fallen aunt. He had learned an invaluable lesson: With great power, there must also come great responsibility!

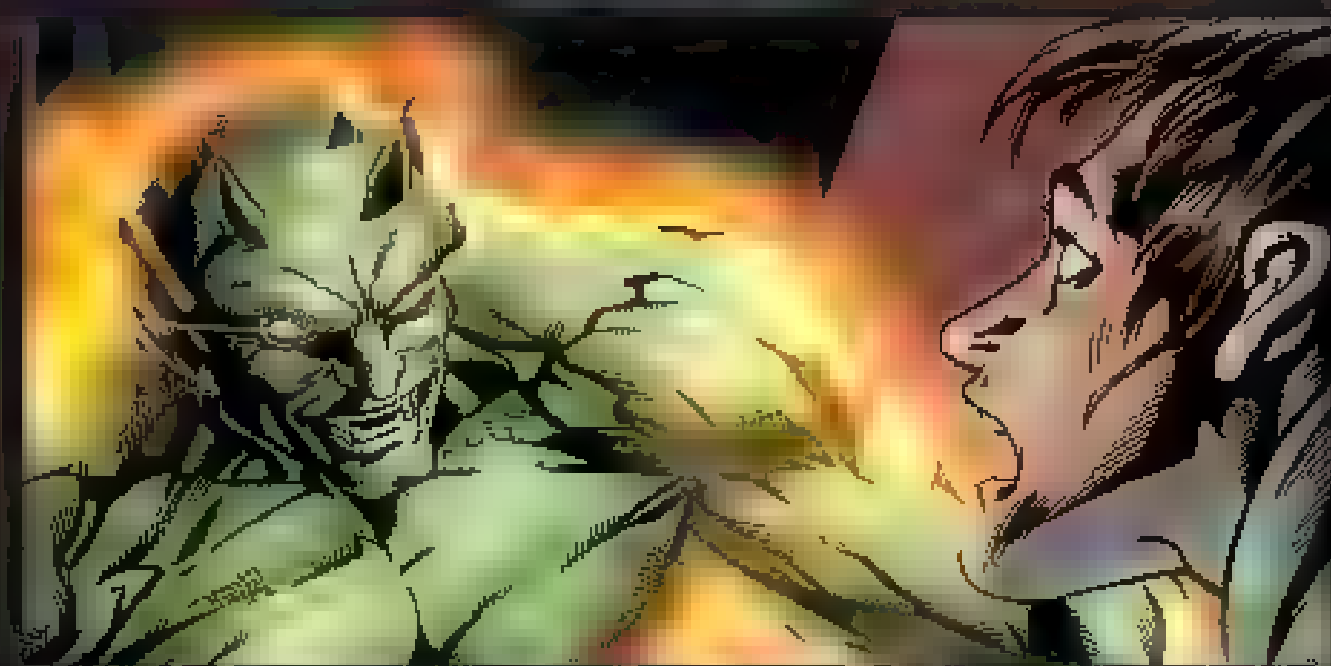
Now the fledgling superhero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets—the beautiful Mary Jane Watson, and the suiting time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Norman Osborn was developing a secret drug called Oz. Testing of this mystery drug created the genetically altered spider that accidentally created Spider-Man.

Peter was shocked to find that Harry Osborn is back in town and back in school—and even more shocked to find out that Norman Osborn is alive and well. Harry invites a shocked and terrified Peter over for dinner at their new penthouse apartment in the city. Peter meets Norman Osborn for the first time since their terrifying battle months ago, but Peter doesn't know what he is going to see when Norman appears, as he was the Green Goblin the last time they met.

Norman looks like a normal human being, but he tells a shocked Peter that he is no longer "allowed" to be Spider-Man and that he now works for Oscorp. Peter starts in shock as Norman injects himself with the Oz drug, turning himself into a more mature mutation of the Green Goblin.



ULTIMATE SPIDER-MAN

Writer: MICHAEL BENDIS

Artist: MARK BAGLEY

Art: THIBERT

Transparency Digital
Colors

Chris Filopoulos
Inks

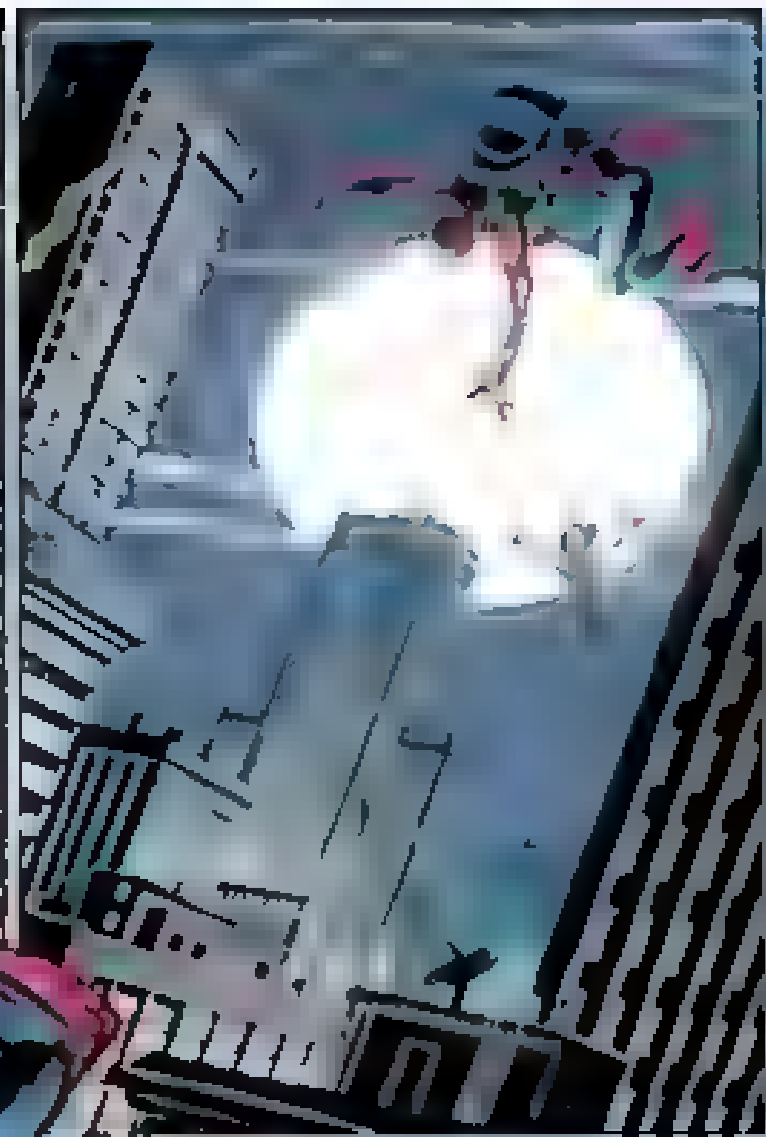
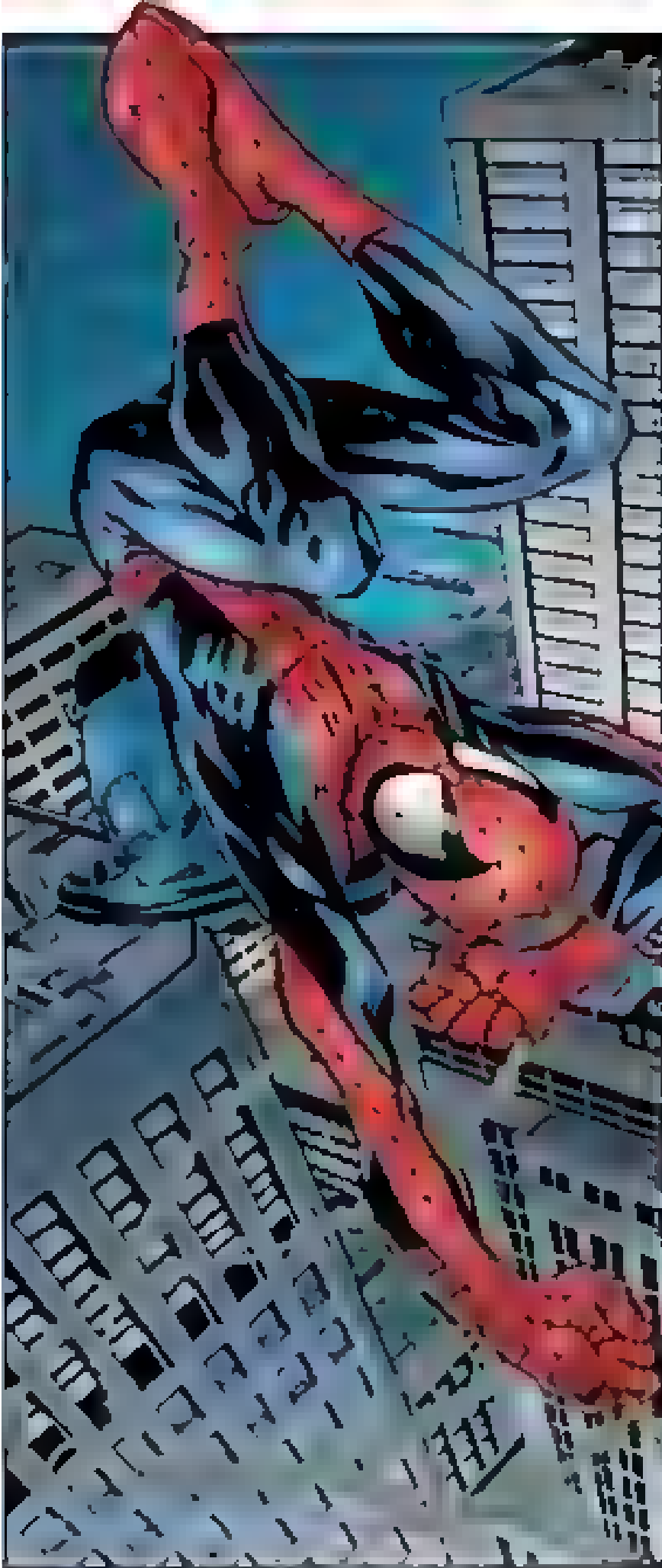
J.M. Lee
Lettering

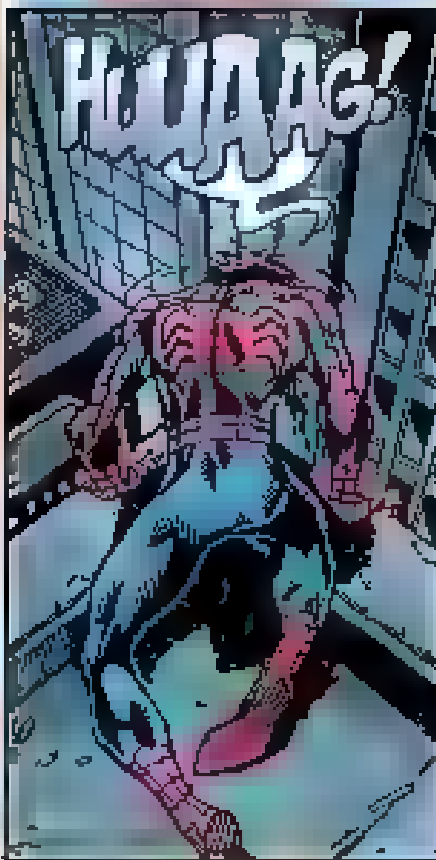
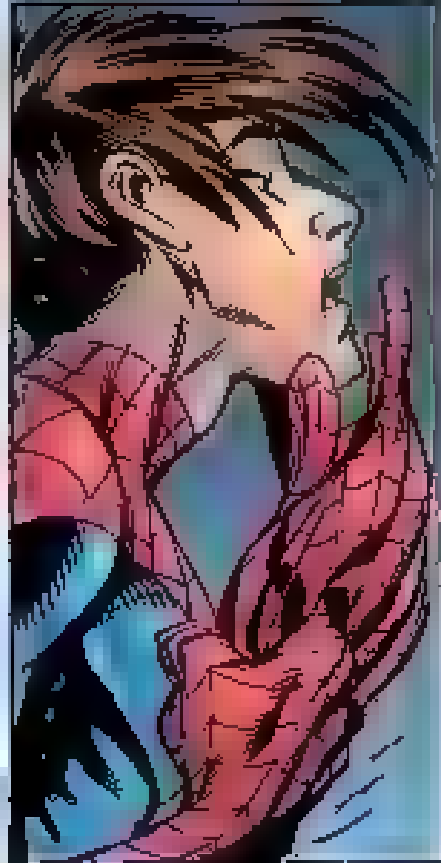
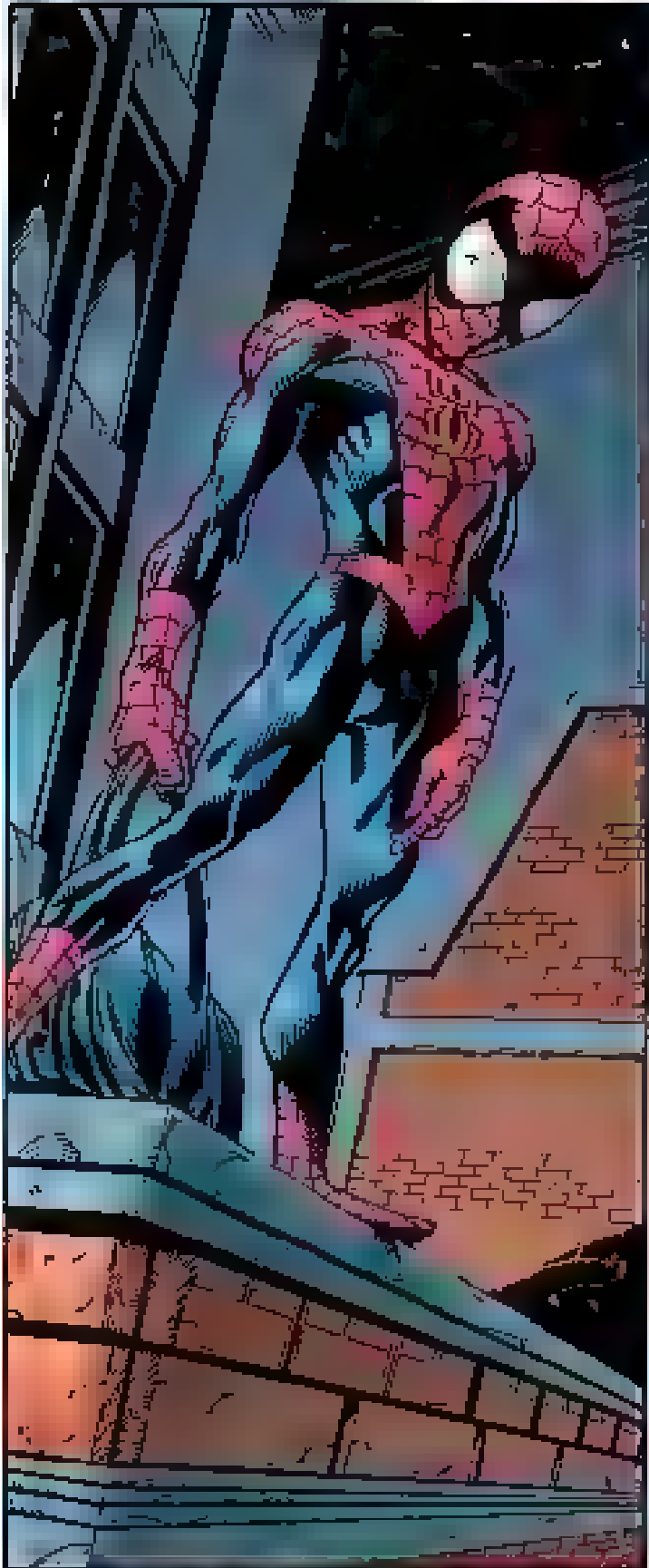
WILL SMITH
Character Design

BOB MALIN

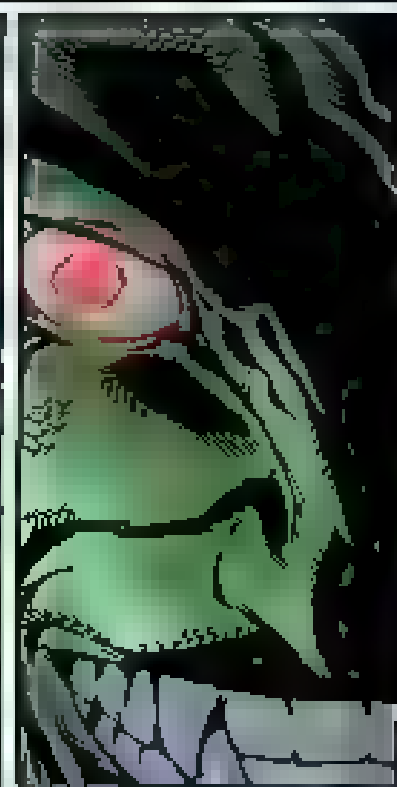
JOE MORROW

BILL JAMES





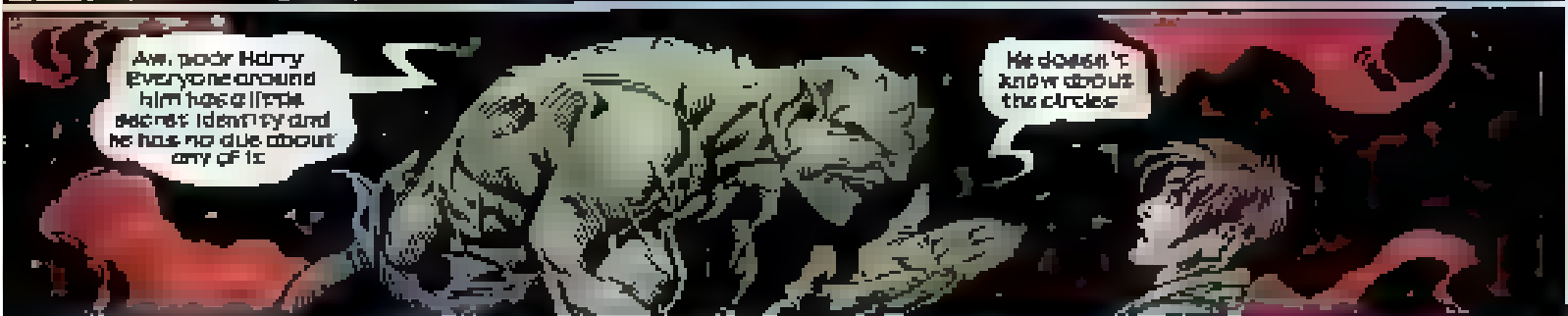
Twelve minutes ago...





Dad, it's
here!

Be
right there
Harry!



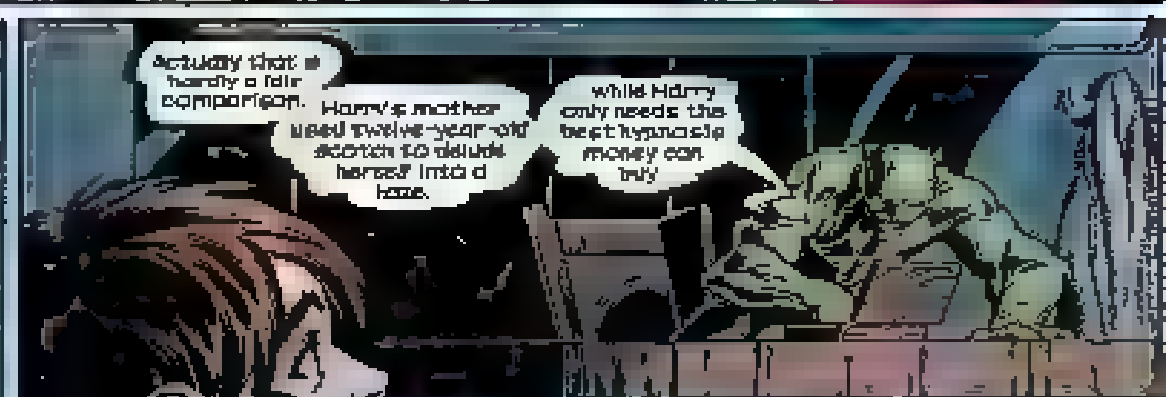
Ah, poor Harry
everyone around
him has a little
secret identity and
he has no clue about
any of it

He doesn't
know about
the circles



Poor kid, so
much like his mom.
Living with her head
in the sand

So busy
protecting her
identity that
she never had
a life.



Actually that is
hardly a fair
comparison.

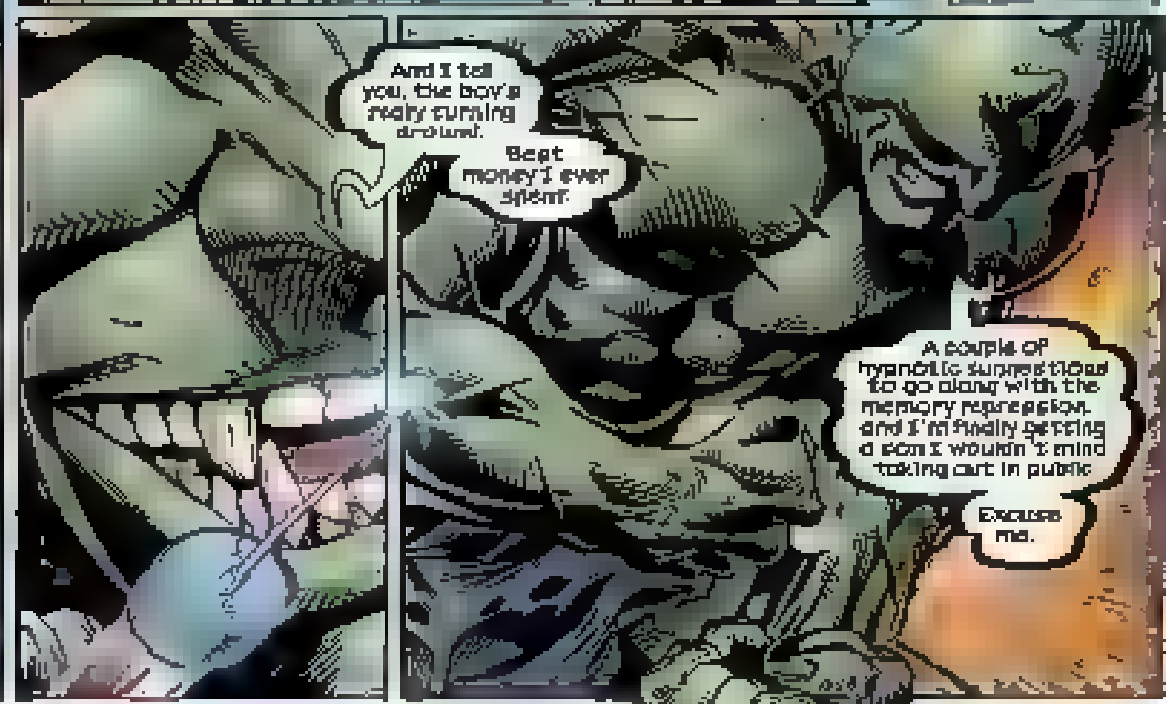
Harry's mother
used twelve-year-old
scotch to delude
herself into a
maze.

While Harry
only needs the
best hypnosis
money can
buy



A little time out
in the Colorado mountains
with our good Doctor
Warren and Harry get to put
all the confusing elements
of his life away in a little
box

put high on
a shelf to be
all good and
forgotten

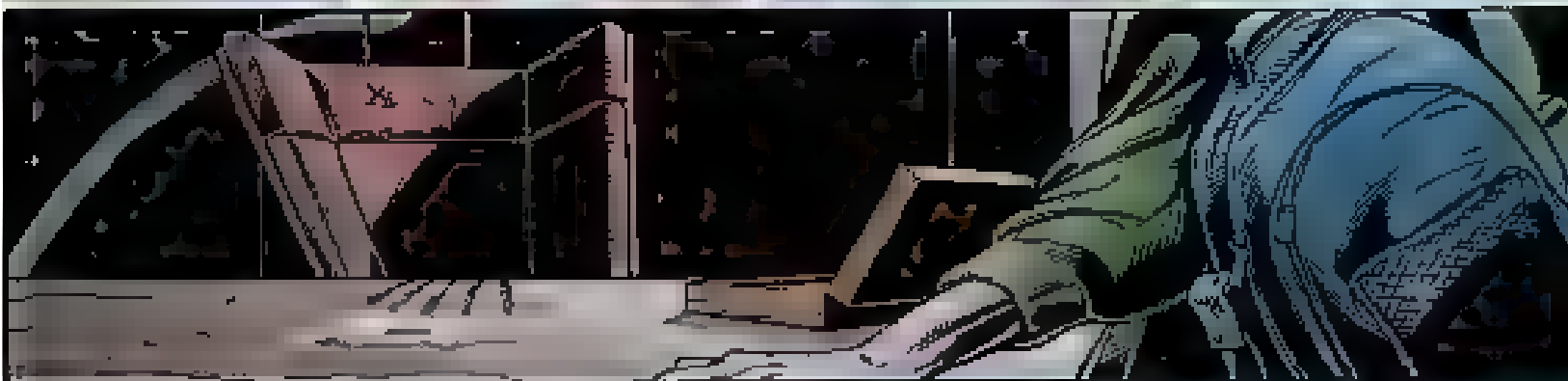
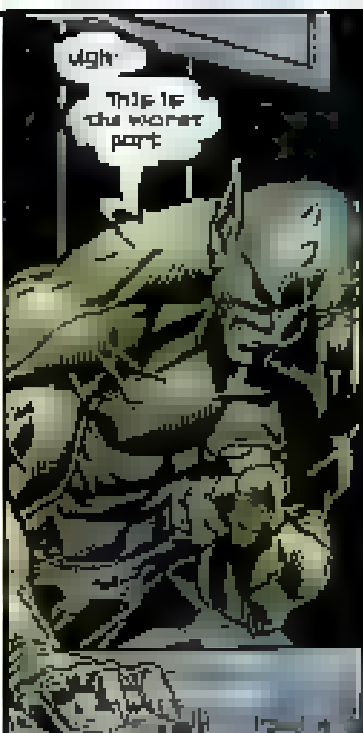


And I tell
you, the boy's
really turning
around.

Best
money I ever
spent.

A couple of
hypnotic suggestions
to go along with the
memory repression,
and I'm finally getting
a son I wouldn't mind
taking out in public

Excuse
me.





Where was it?

Oh, yes Harry.

No Harry doesn't know that his dad is the next step in human evolution.

or that his best friend is, I mean was, Spider-Man.

No.

Not yet.

Maybe one day when he's ready when I feel the boy can handle his true destiny as an Osborn.

But for now it's our little secret. Our bond as men. Our first of many, Peter.

Thanked!

Because from this day forward, now and forever you belong to me.

You work for me. You do as I say. And for that you will be rewarded.

Your future in this world will be a fine one. One worthy of your budding intellect and power.

But there may be some things you have to do that you might not agree with.

Some decisions I make that you don't understand.

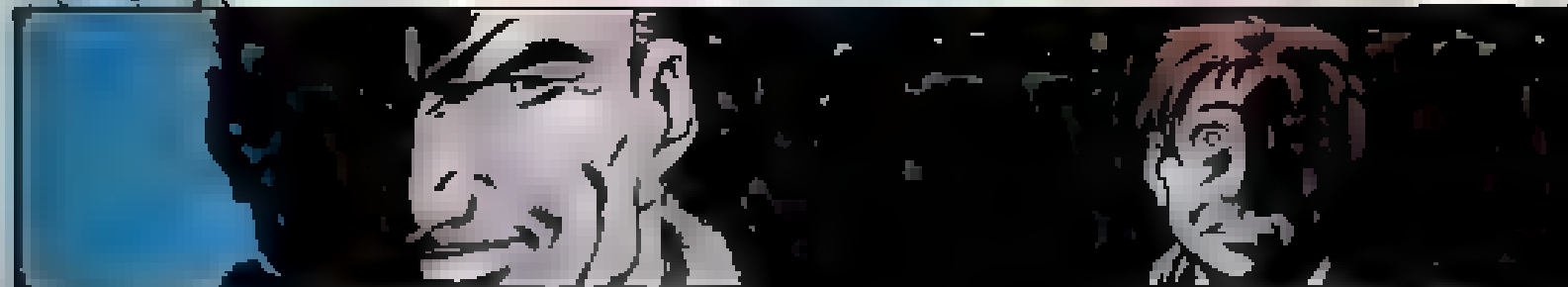
And even though you may not appreciate my grand vision just yet you will obey me.

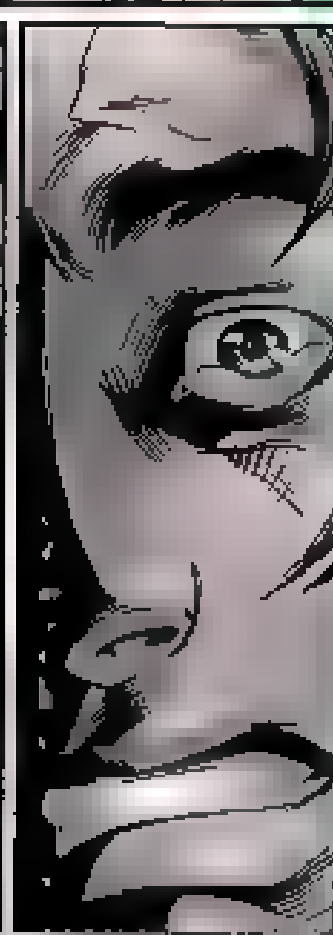
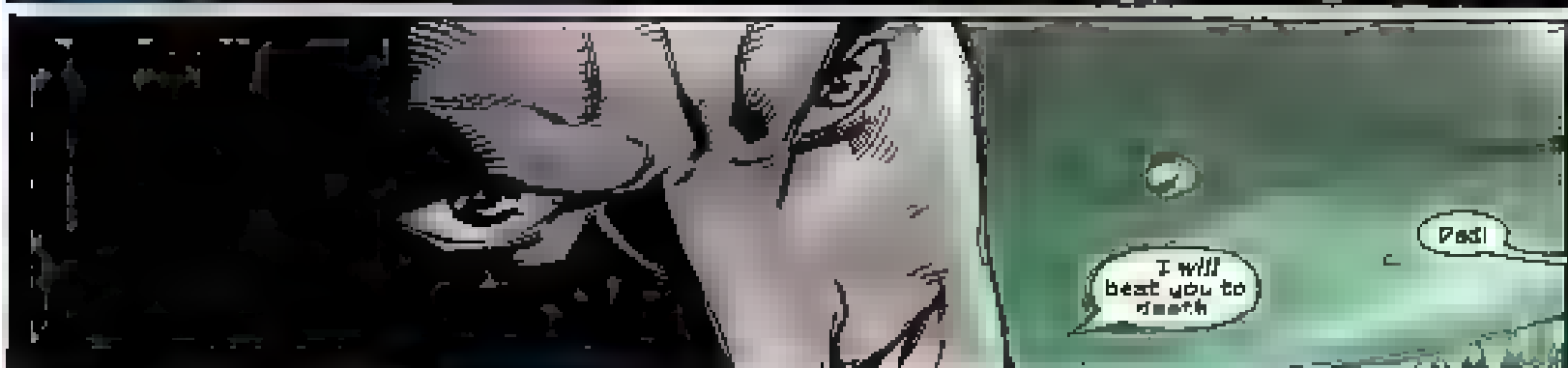
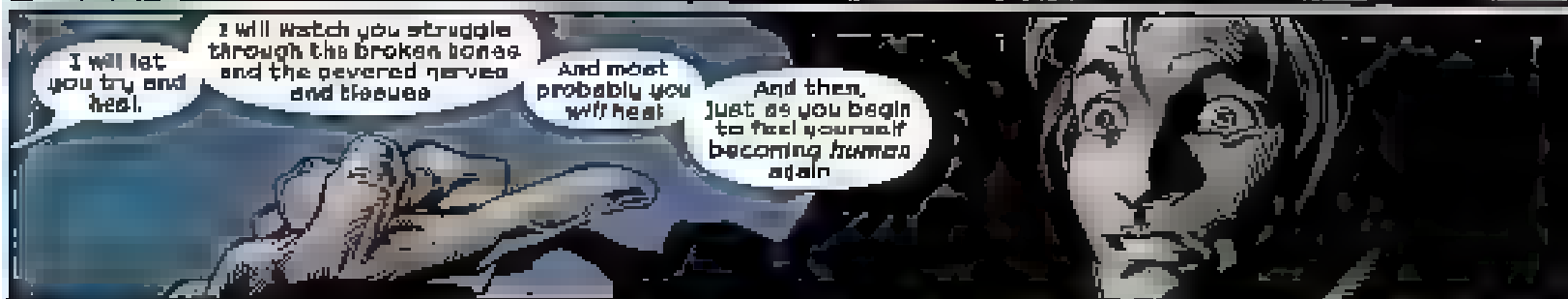
Because if you do not, well.

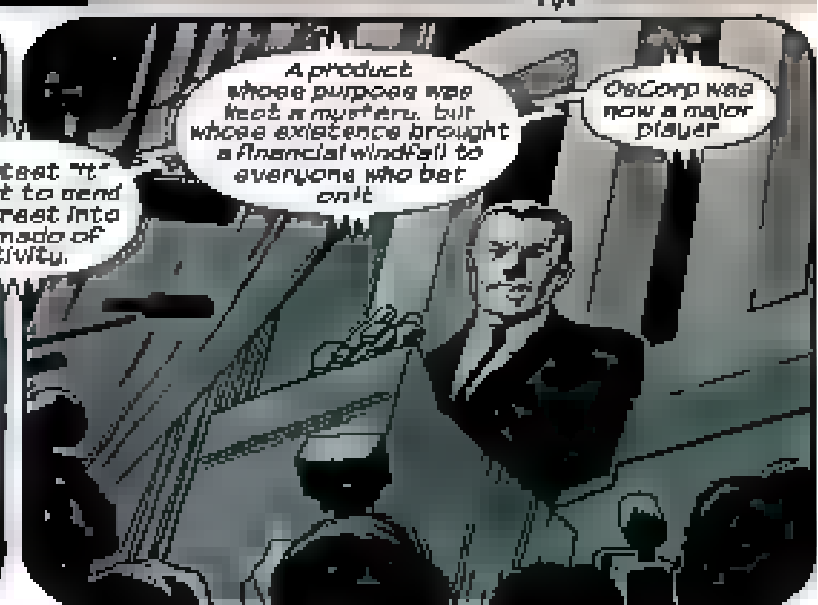
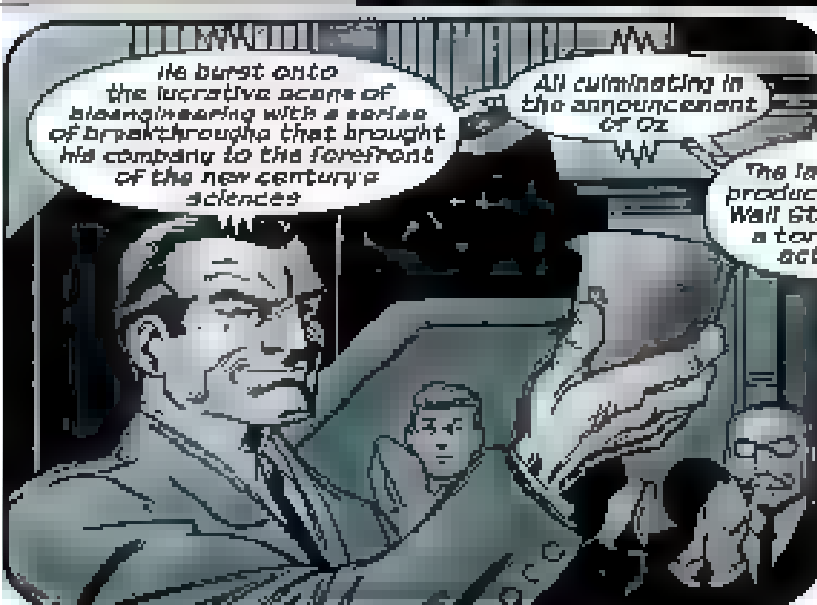
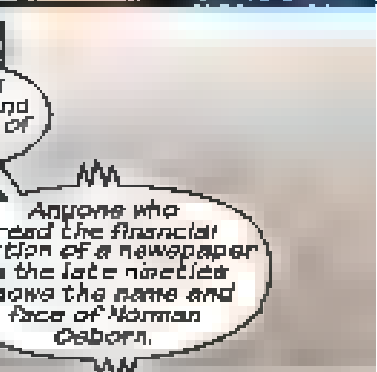
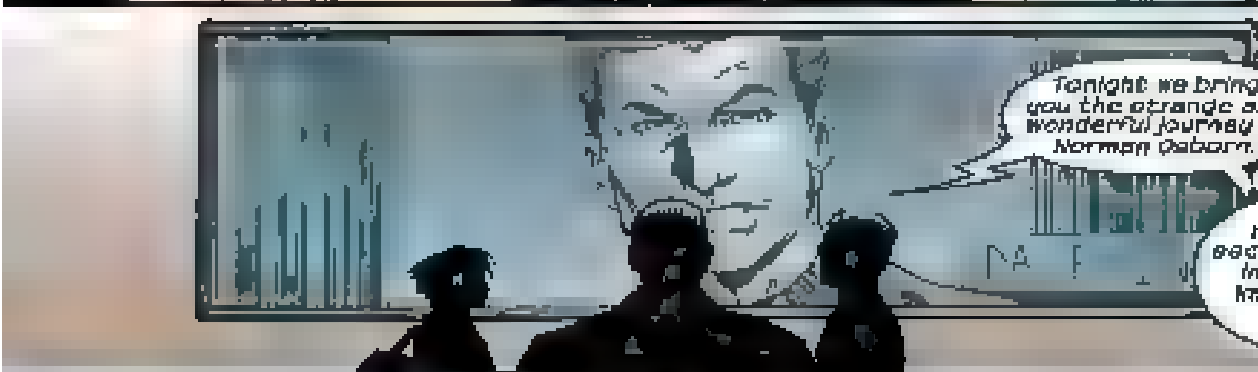
Well first I'll torture and possibly murder your dear auntie. It's probably so it's right in front of you.

Or maybe I'll just destroy your little girlfriend.

Mary Jane, huh?







But all that changed last November

The day of the accident that destroyed one of OsCorp major facilities, killing dozens of its employees and maybe even Norman Osborn himself.

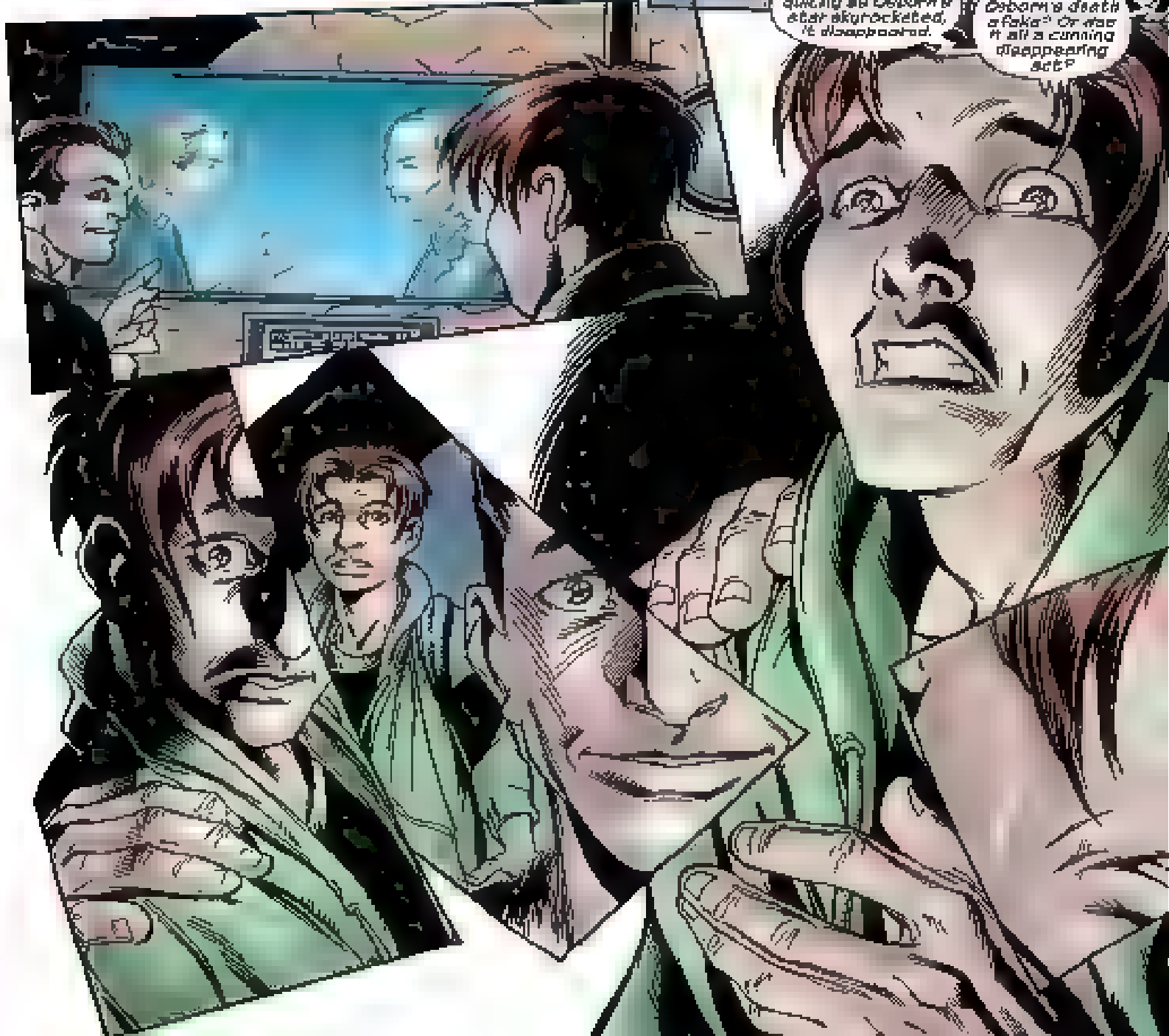
The fate of Norman Osborn and his latest invention became a mystery as well.

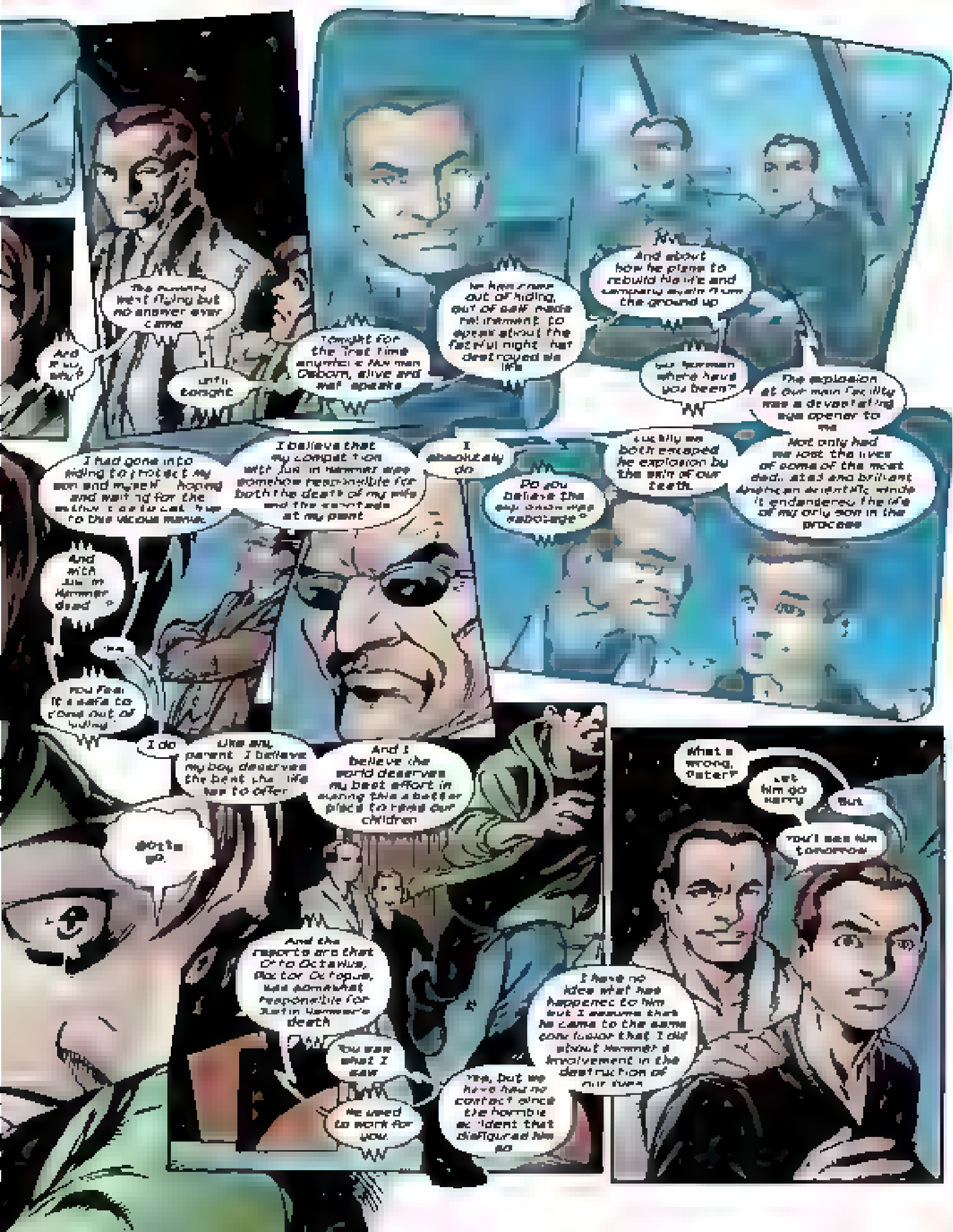
What was Os? And where did it go?

Were the reports of Norman Osborn's death true?

Without answers, as quickly as Osborn's star skyrocketed, it disappeared.

But was Osborn's death a fake? Or was it all a cunning disappearing act?





The plane went flying but no answer ever came

And I was left

until tonight

Tonight for the first time anyone's seen me. Deborn, alive and well speaks

He has come out of hiding, out of self made retirement to speak about the fateful night that destroyed his life

And about how he plans to rebuild his life and temporarily again from the ground up

But Hammer where have you been?

The explosion at our main facility was a devastating eye opener to me

Not only had we lost the lives of some of the most dedicated and brilliant American scientists, we've endangered the life of my only son in the process

Luckily we both escaped the explosion by the skin of our teeth

Do you believe the explosion was sabotage?

I absolutely do

I believe that my competition with Jun in Hammer was somehow responsible for both the death of my wife and the sabotage at my plant

I had gone into hiding to protect my son and myself, hoping and waiting for the military to locate me and bring me to this vicious murder

And with Jun in Hammer dead

You feel it's safe to come out of hiding?

I do

Like any parent I believe my boy deserves the best the life has to offer

And I believe the world deserves my best effort in earning this a better place to raise our children

So he goes

And the reports are that Dr. Octopus, Doctor Octopus, was somehow responsible for Justin Hammer's death

You saw what I saw

He used to work for you

Yes, but we have had no contact since the horrible accident that disfigured him so

I have no idea what has happened to him but I assume that he came to the same conclusion that I did about Hammer's involvement in the destruction of our lives

What's wrong, Darcy?

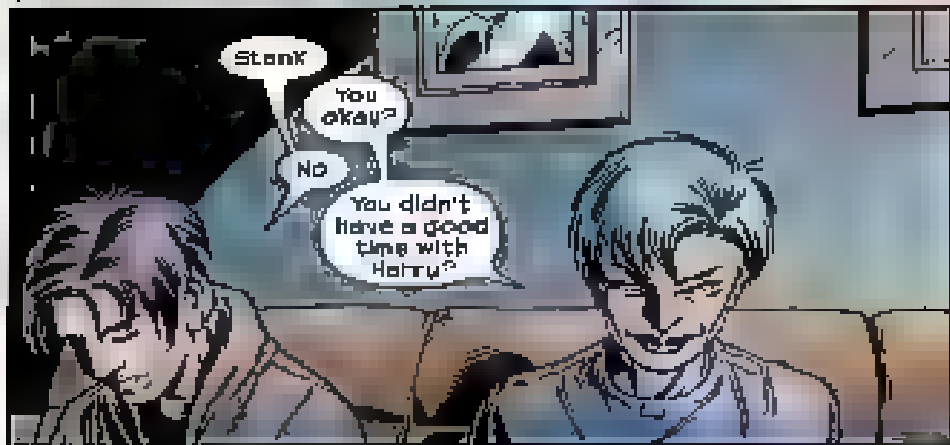
Let him go Harry

But

You'll see him tomorrow



How was
your big fine
ride Mr Rock
star?



Stank

You
okay?

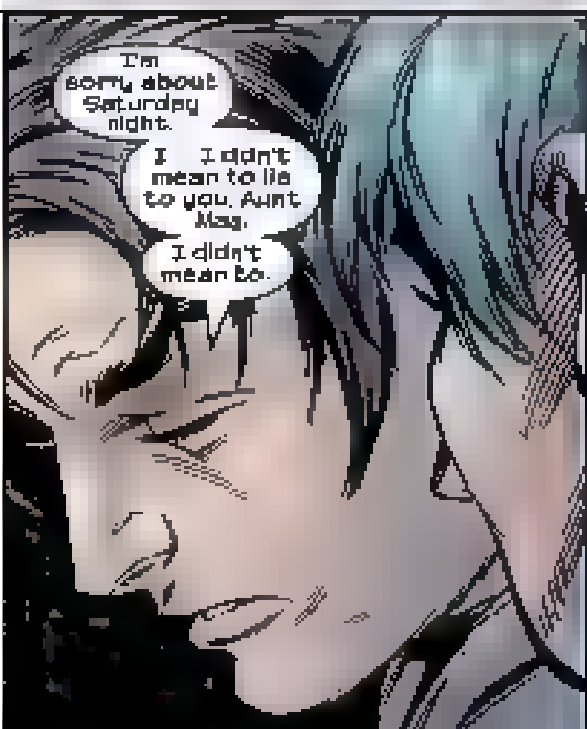
No

You didn't
have a good
time with
Harry?



Hmmmm.

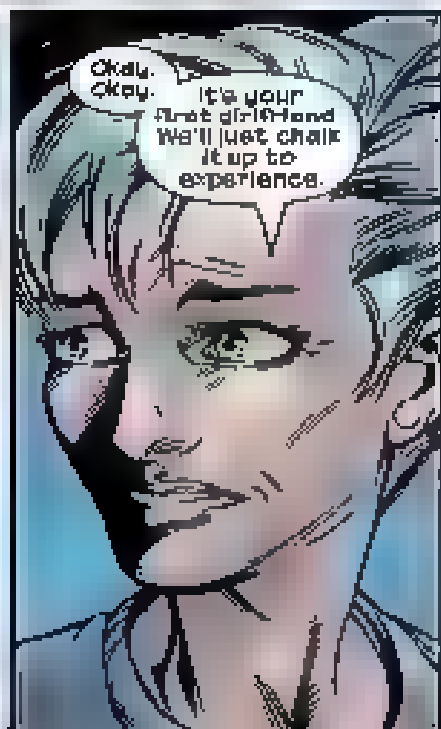
I shouldn't
have made
you do it if you
didn't want
to



I'm
sorry about
Saturday
night.

I didn't
mean to lie
to you, Aunt
May.

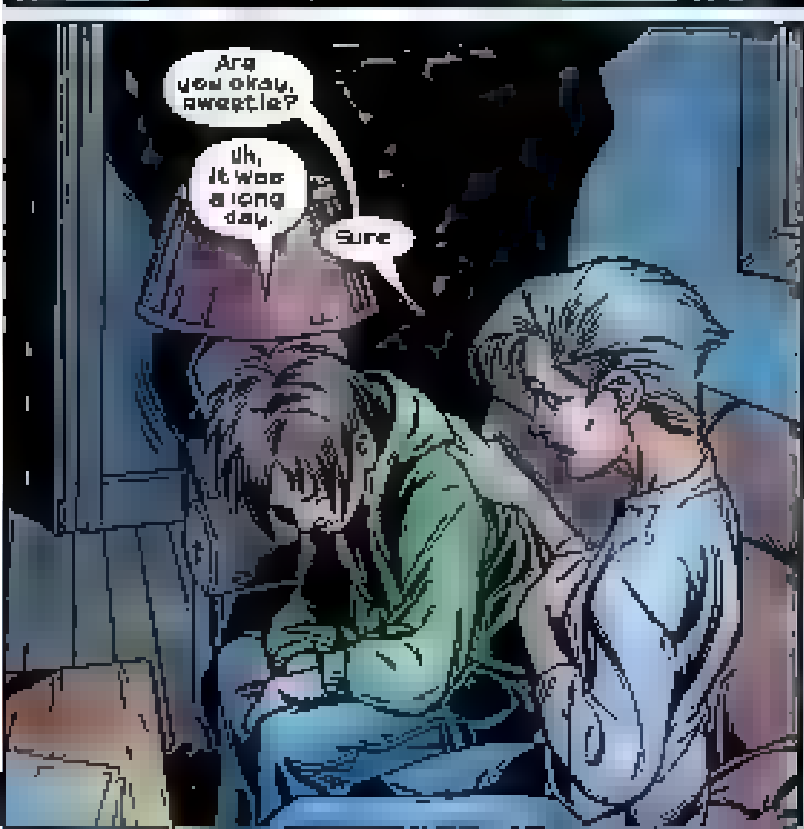
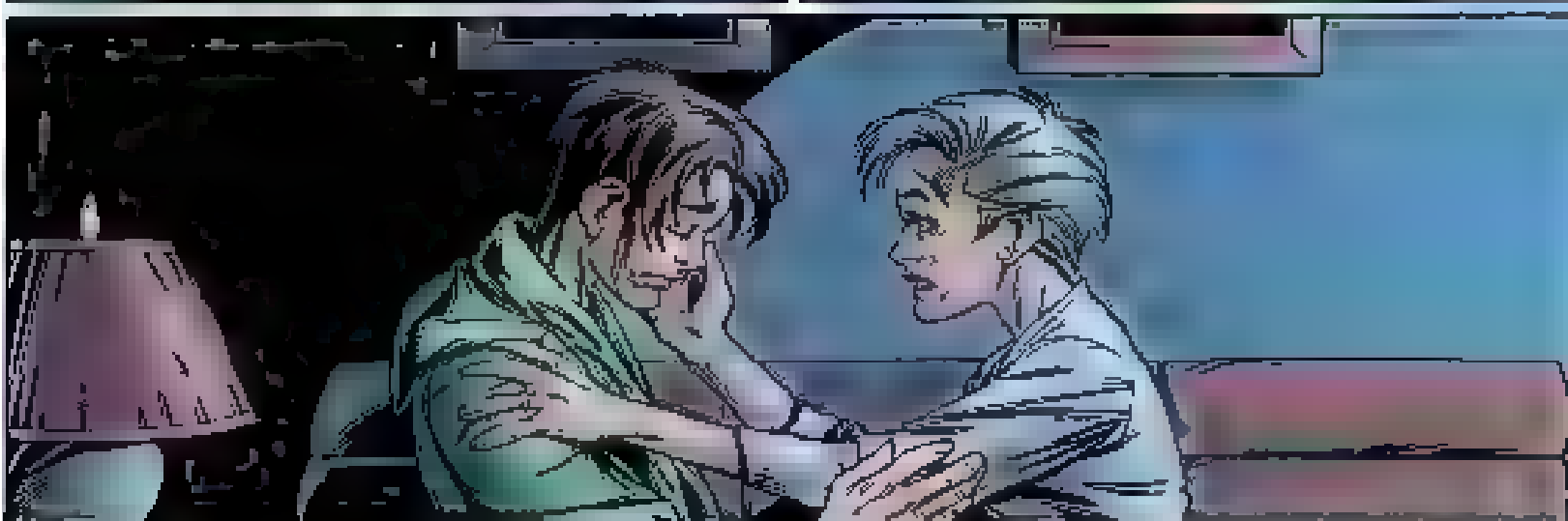
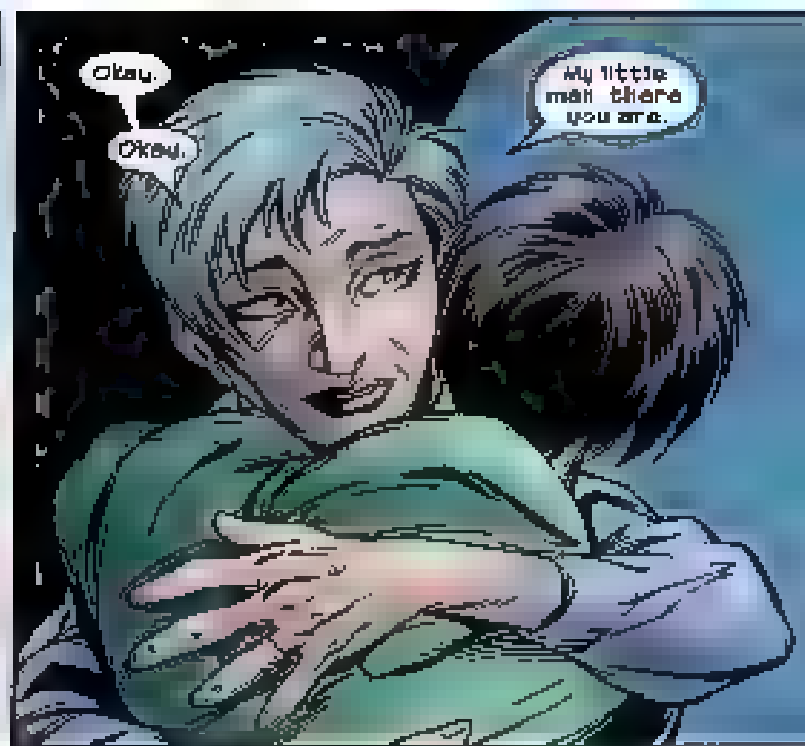
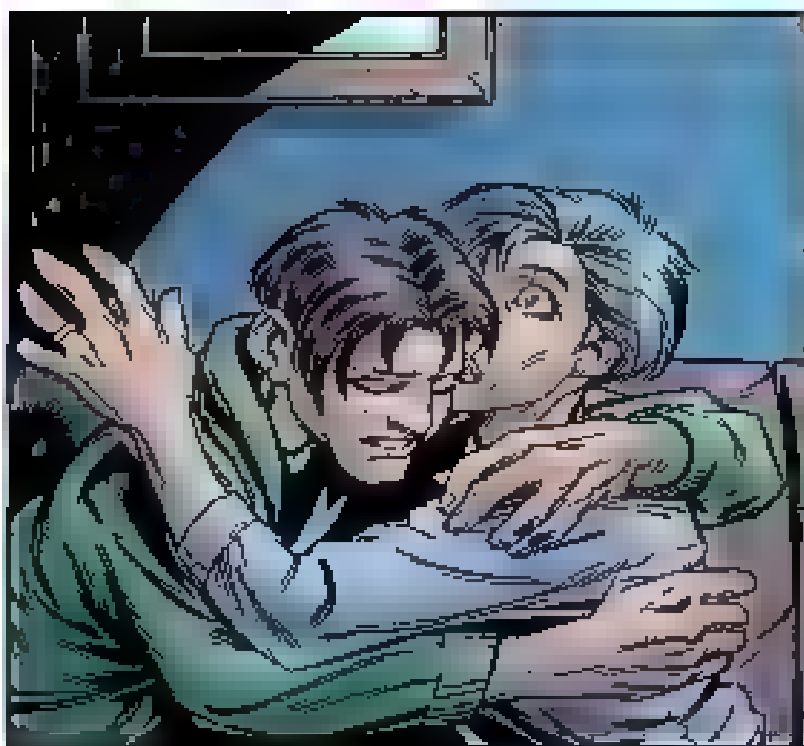
I didn't
mean to.

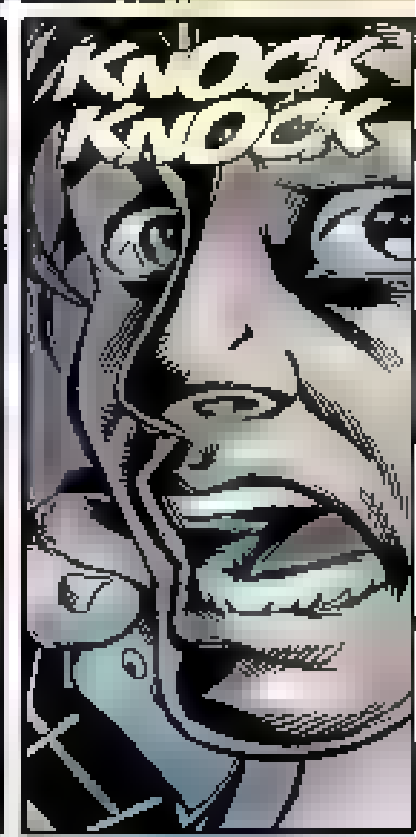
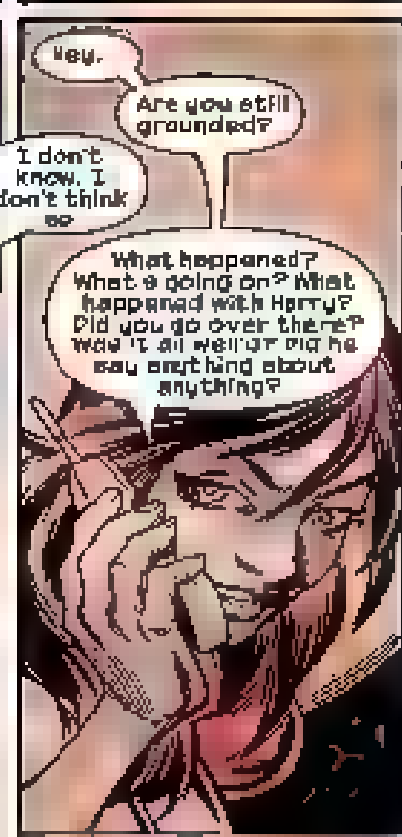
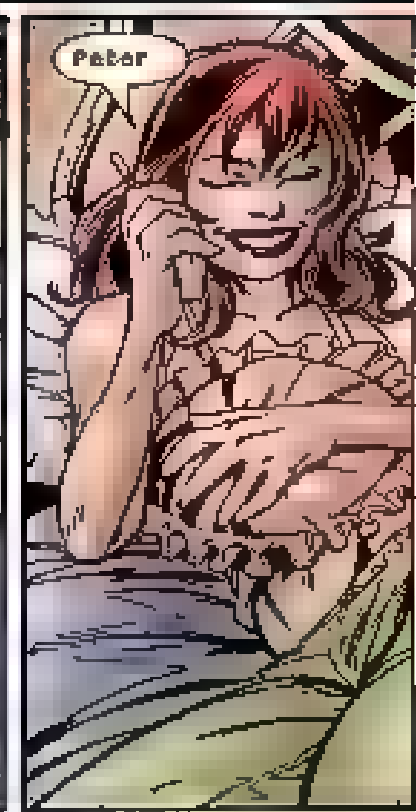
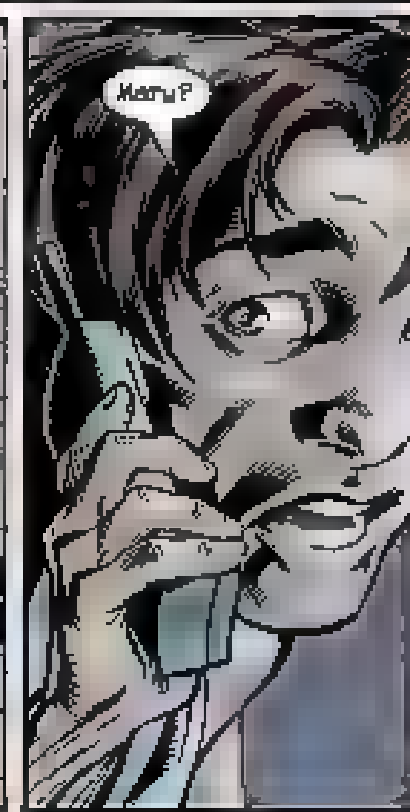
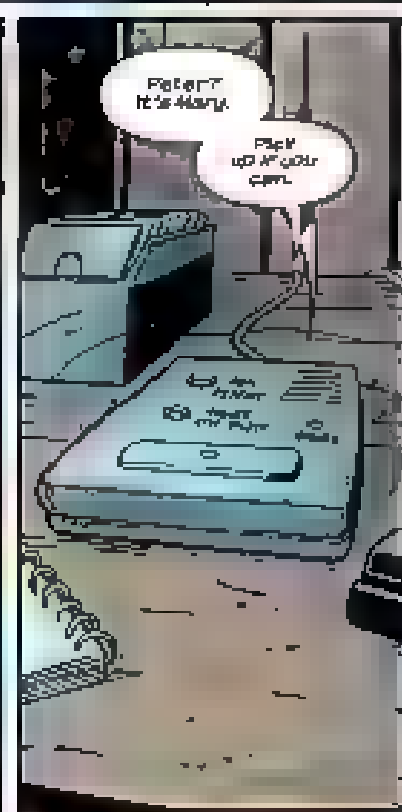
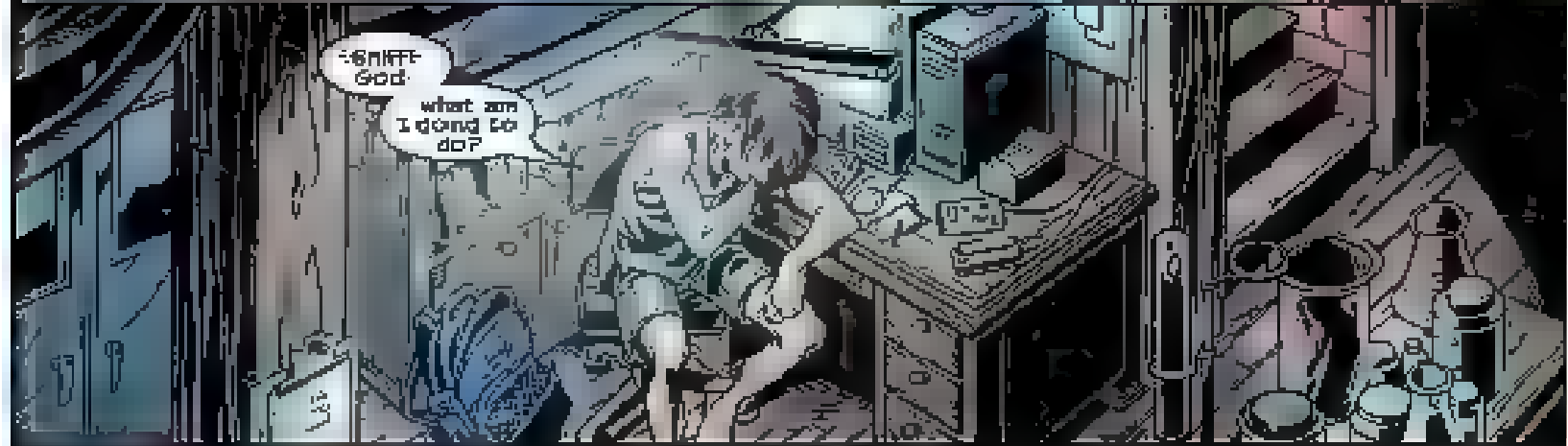


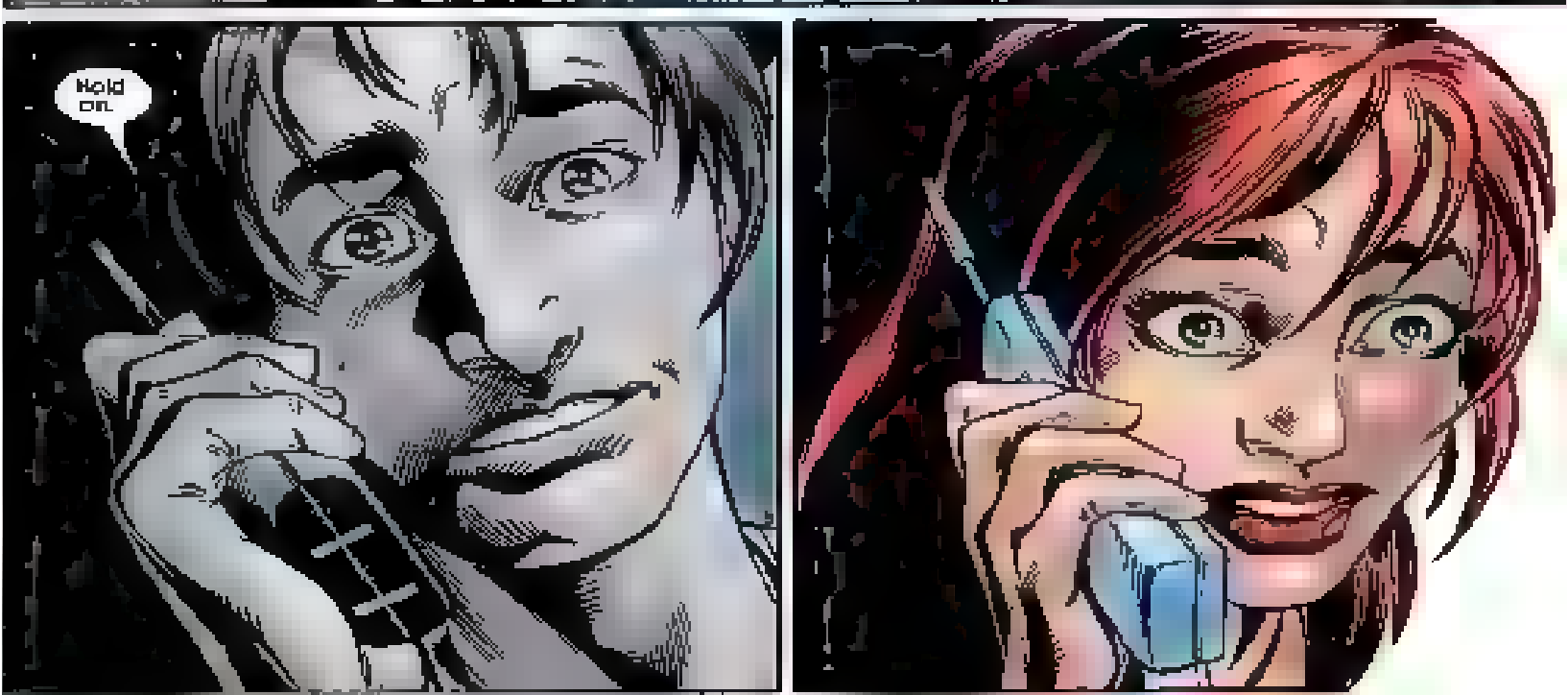
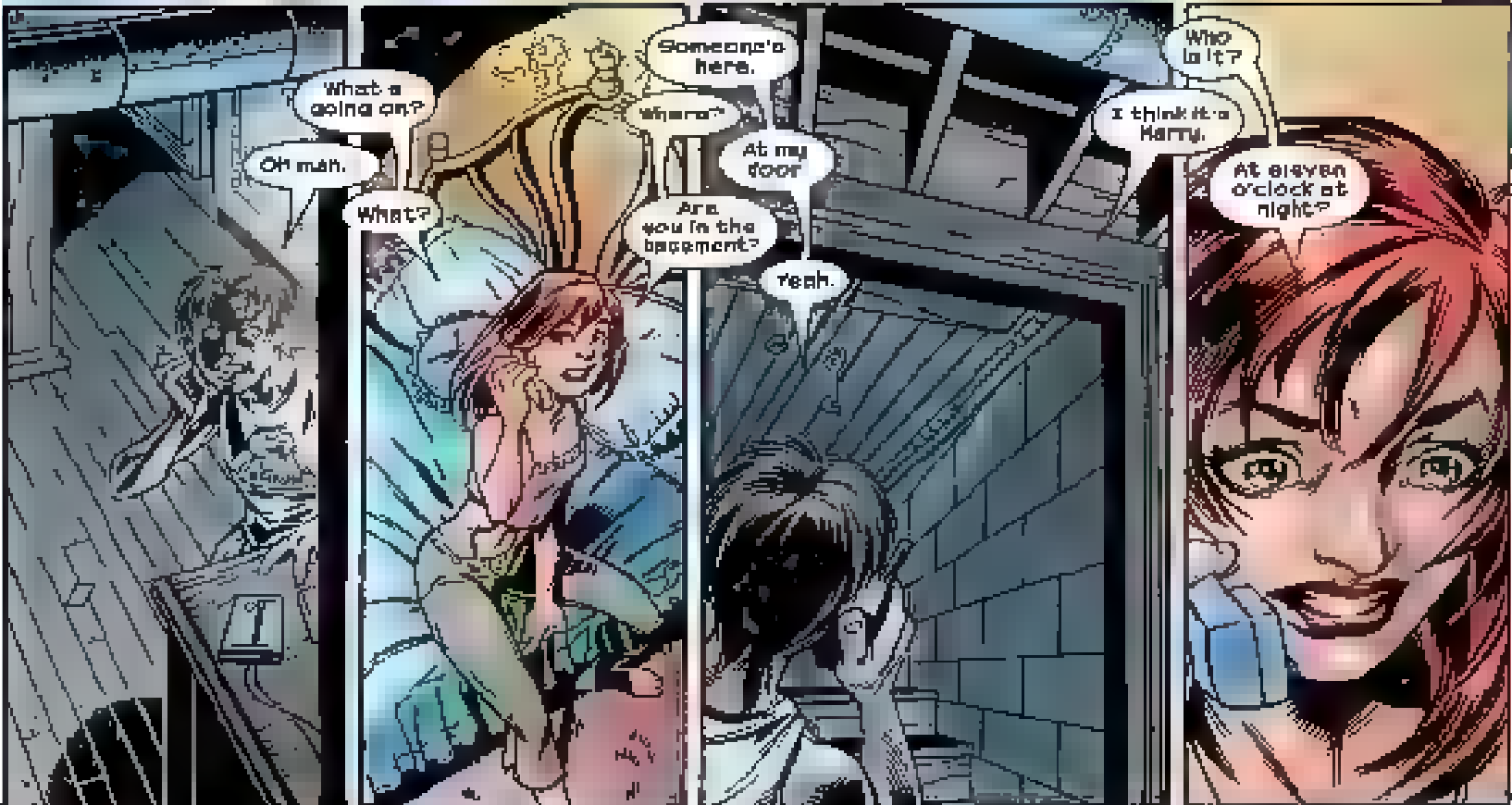
Okay.
Okay.

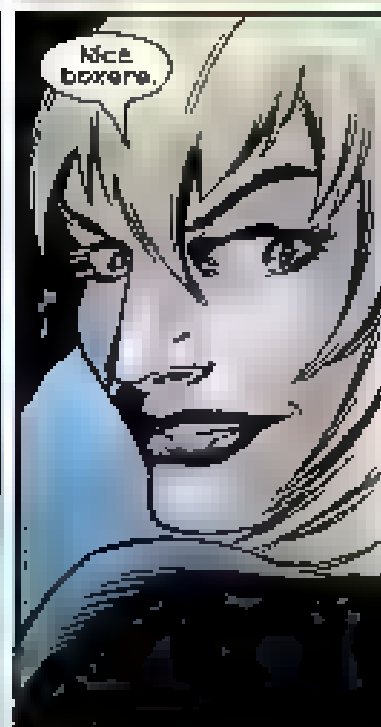
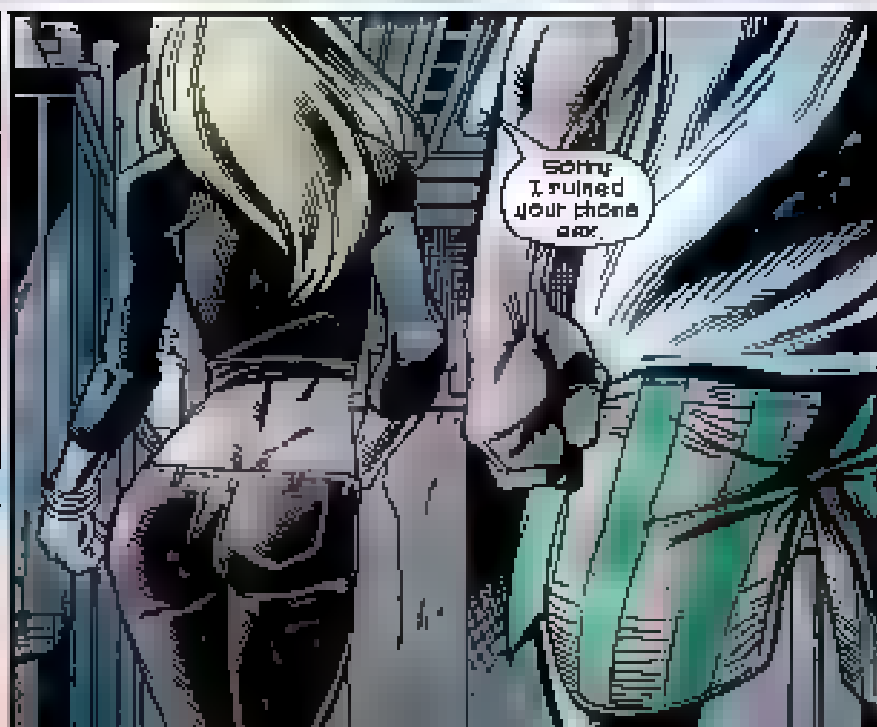
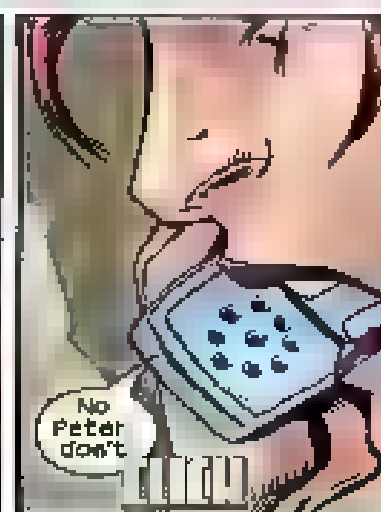
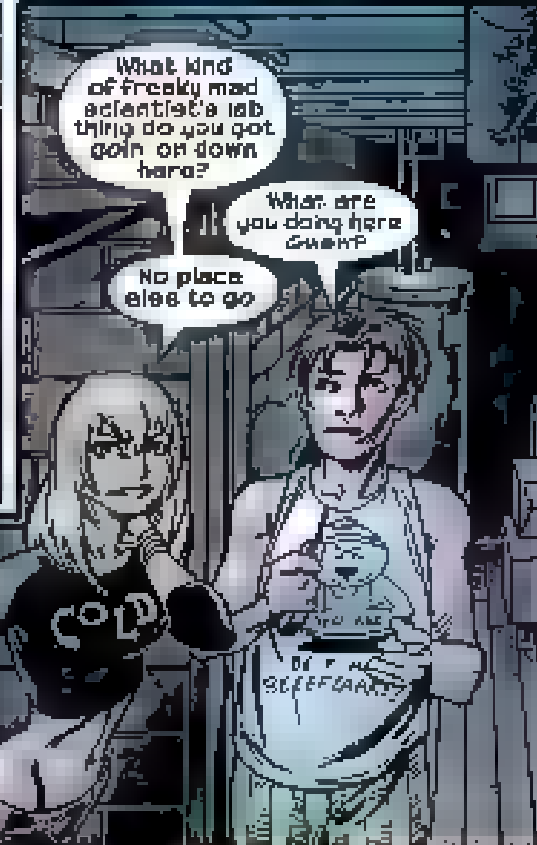
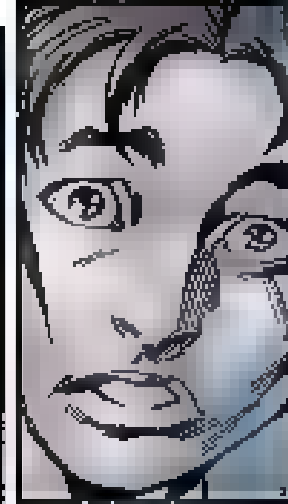
It's your
first girlfriend.
We'll just chalk
it up to
experience.













yes, you're allowed to use the phone, but it's after ten.

no, I got a problem.

What's up?

There's a girl in my basement.

A real one?

What?



Mary Jane is here, because that's really unacceptable behavior.



No it's this girl from school. Gwen Stacy, she's kind of you know

and she just came over here, like out of nowhere.

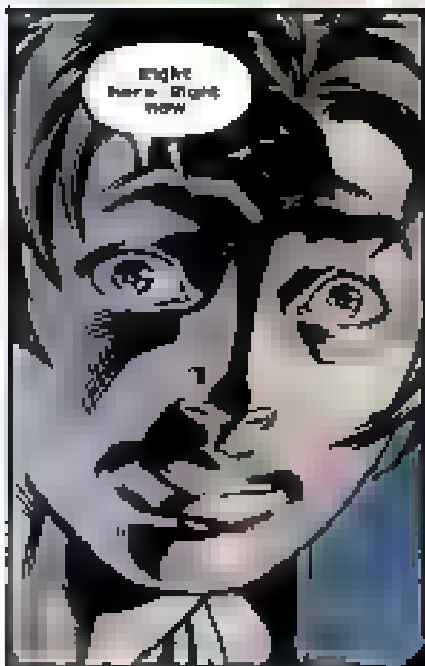
And I'm not even I she's the new girl at school.



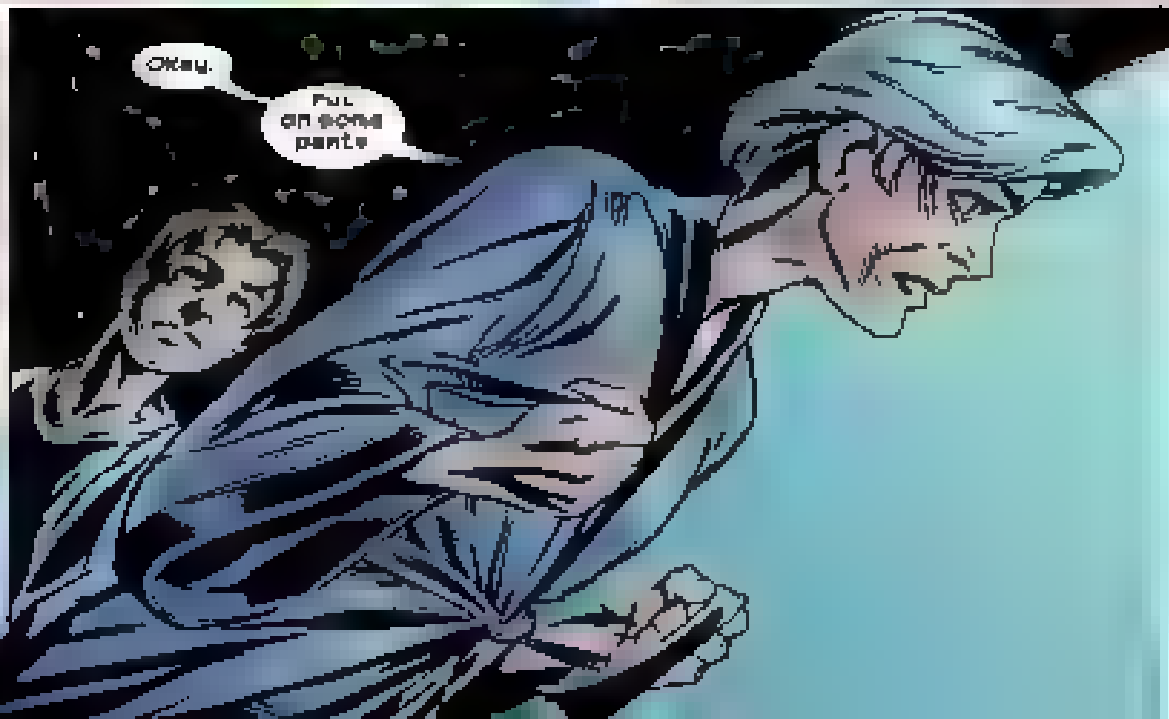
She said her mom ran off to Chicago with some guy or something and her father's at work and I don't know.

I think she's thinking of hurting herself or something and don't know what to do.

She's here right now?

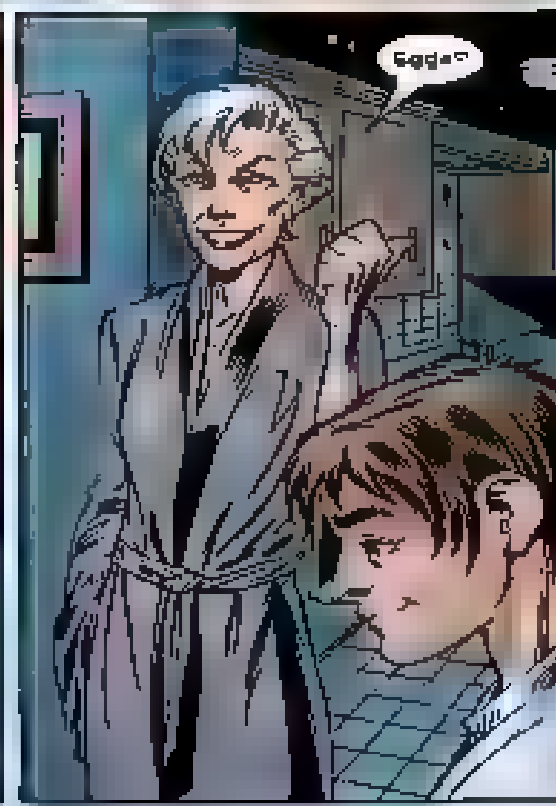
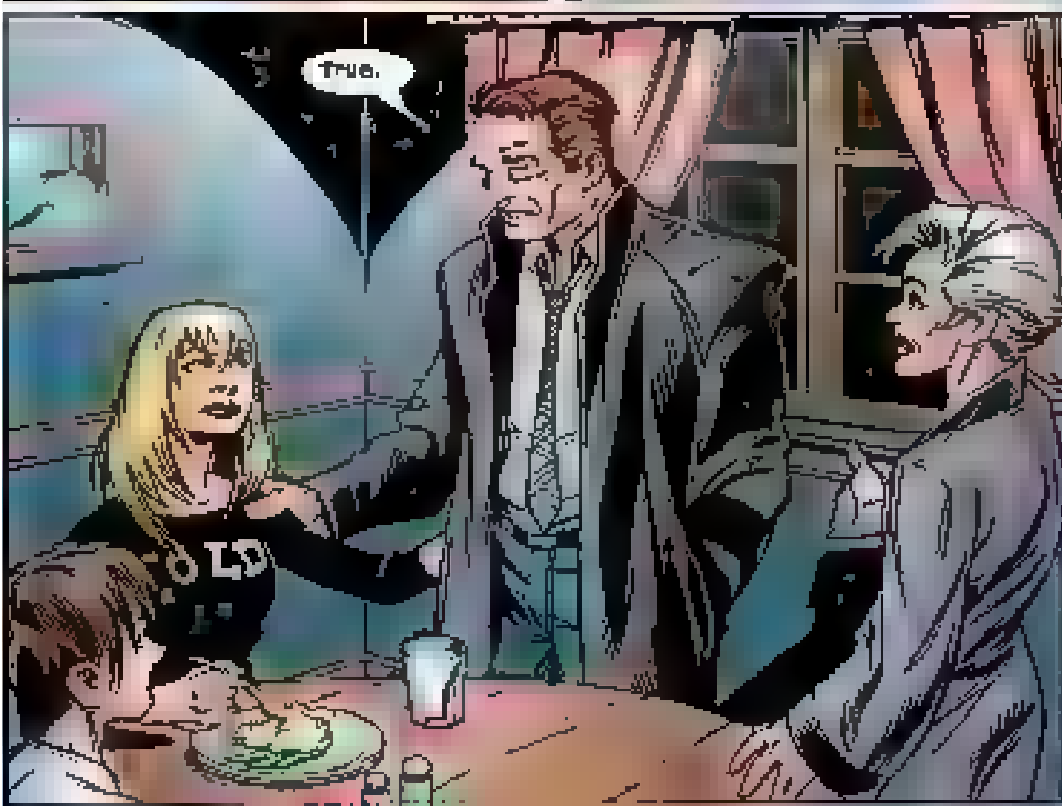
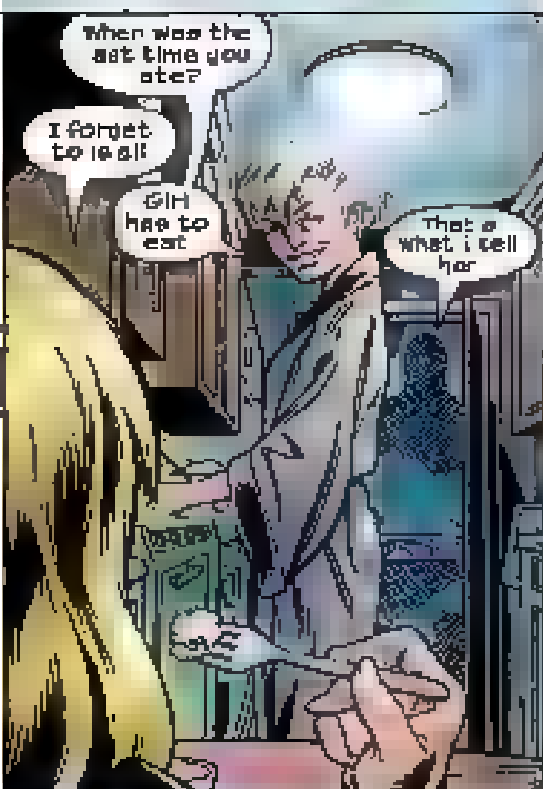
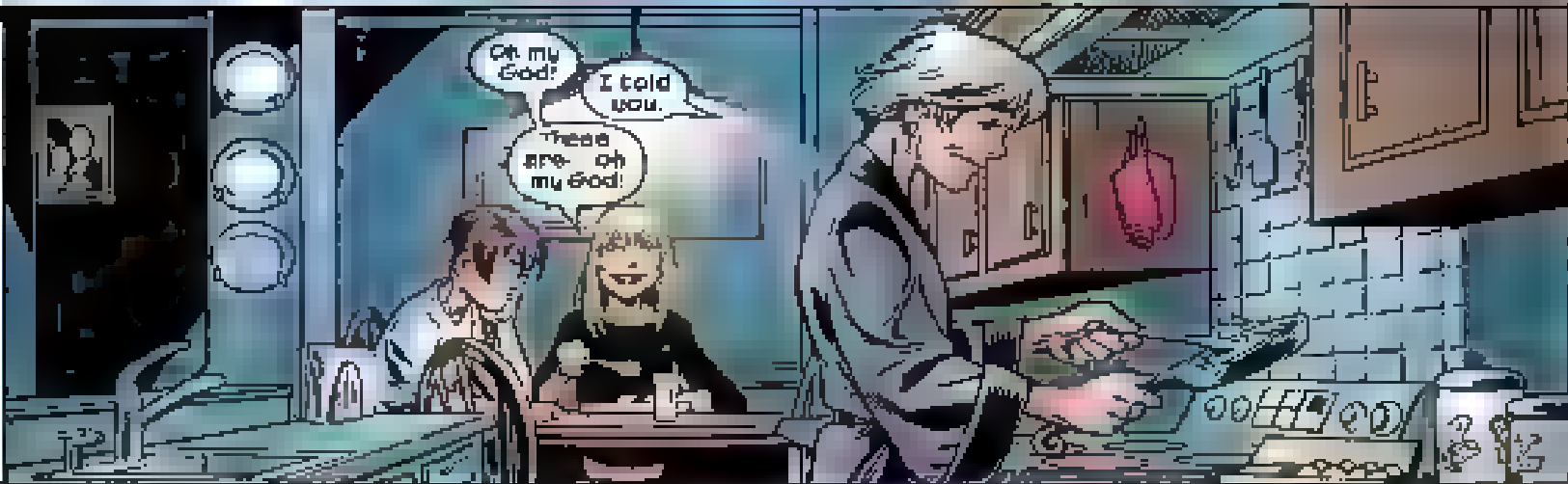


Right here right now.



Okay.

Put on some pants.





What?
Ha. Sorry.

The spiky thing on your jacket
Looks like you're doing much better

I'm freakin' exhausted! Are you kidding me?

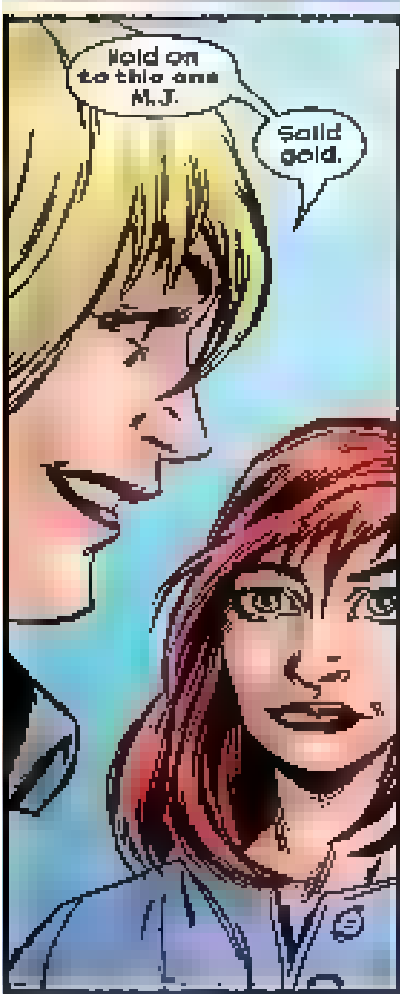
After we left your place my Dad and I had a whole big talk and stuff

I'll tell you about it later (if you care) but I just wanted to tell you that you rock and your aunt rocks.

It was good. But now I'm a zombie

Not the word I would use, but I will tell her

I'm serious, she's the best thing in this entire hole of a city.



Hold on to this one M.J.

Solid gold.



Hey, have you seen Harry yet?

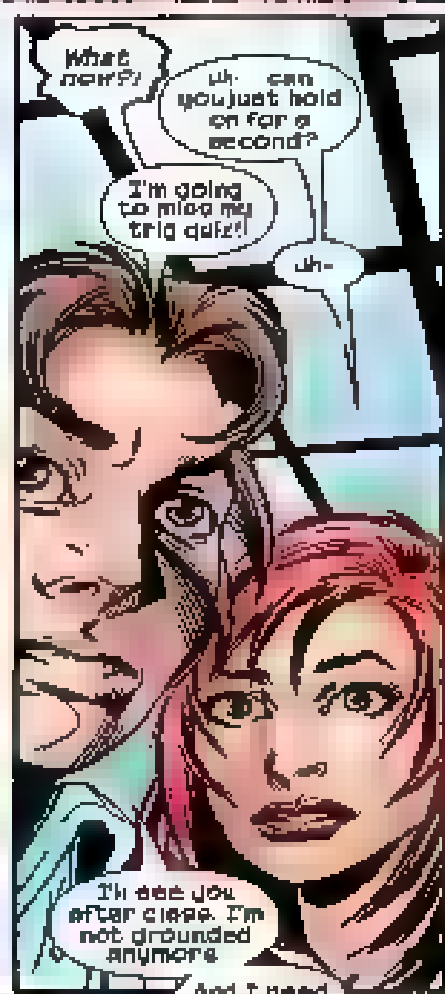
No

Water I have to tell you.



Peter Parker please report to classroom 222
Please report to classroom 222

Thank you.



What now?

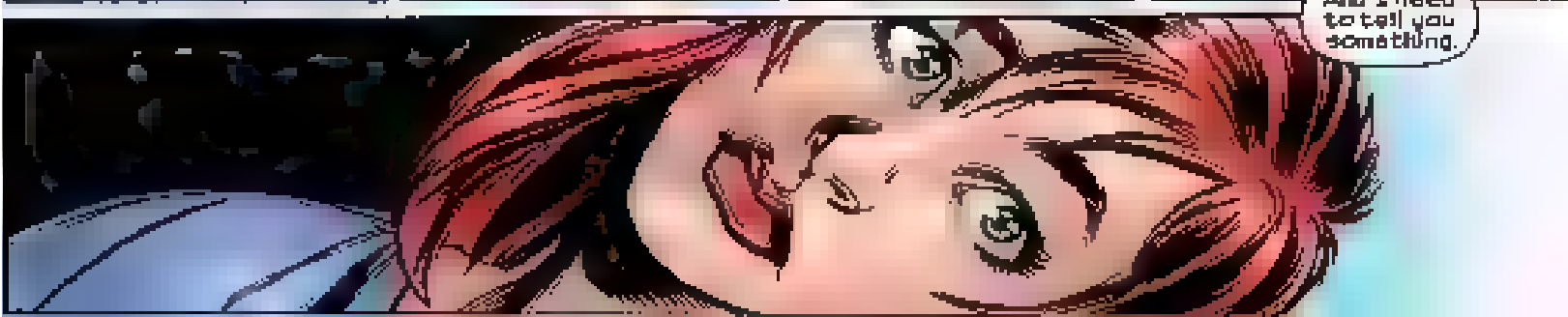
Uh, can you just hold on for a second?

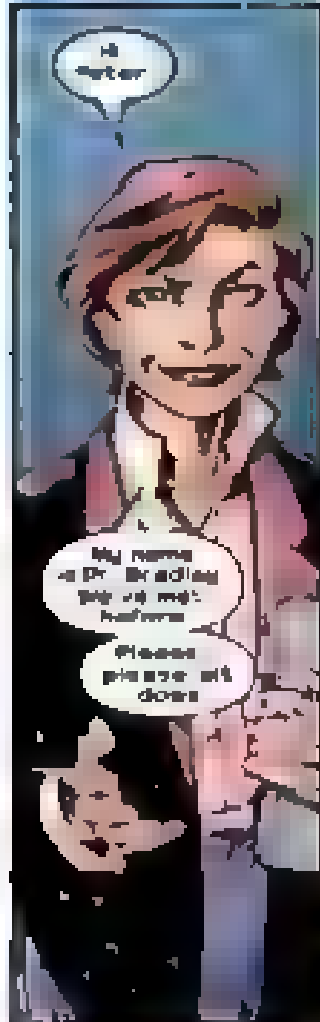
I'm going to miss my trig quiz!

Uh-

I'll see you after class. I'm not grounded anymore

And I need to tell you something.





Is Peter?

My name is Dr. Bradley, but you may know me as...

Please, please sit down.



On what basis that confession is my right?

Well, I really don't have time to do this today. I have a trigonometry exam...

There will only be a couple of minutes.

Well, I really, I'm not in a hurry. I'm not in a hurry. I'm not in a hurry.

Please sit.

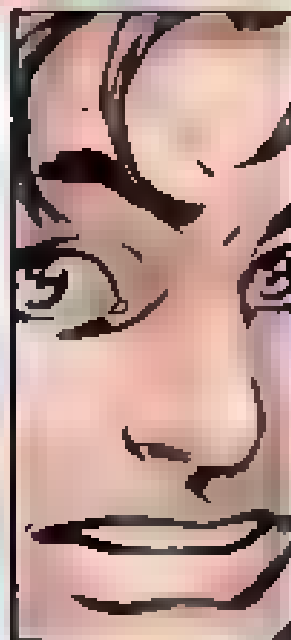


Oh, I hear the Osborns have come back from New York City.

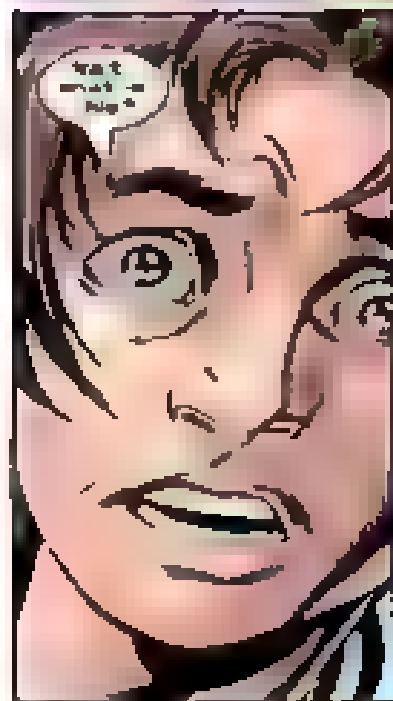
Yes.

Yes, yes, but...

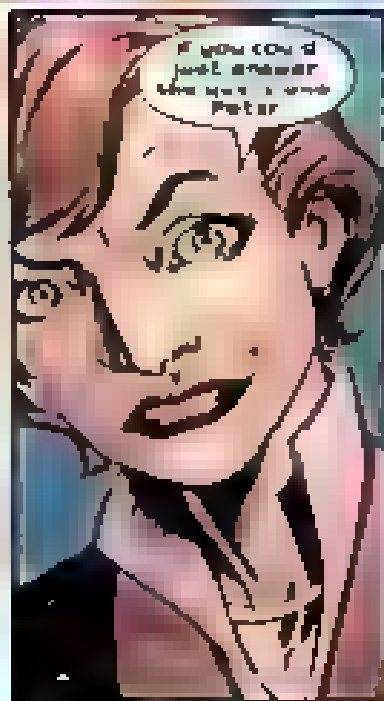
You went over their farmhouse last night?



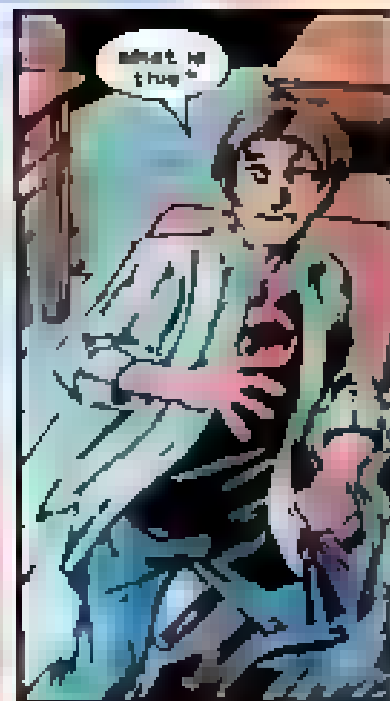
Did Norman Osborn tell you about the...?



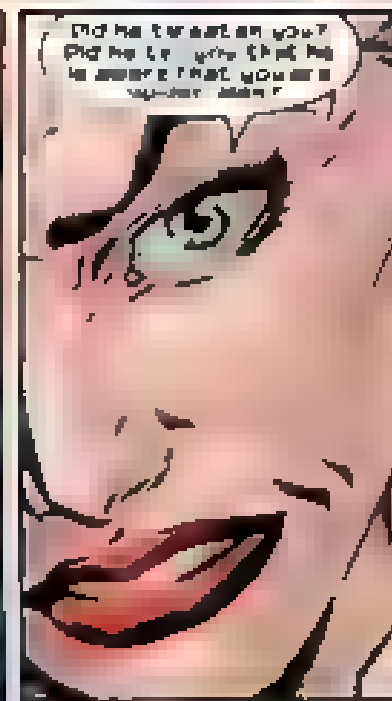
That's what a high?



If you could just answer the question, Peter.

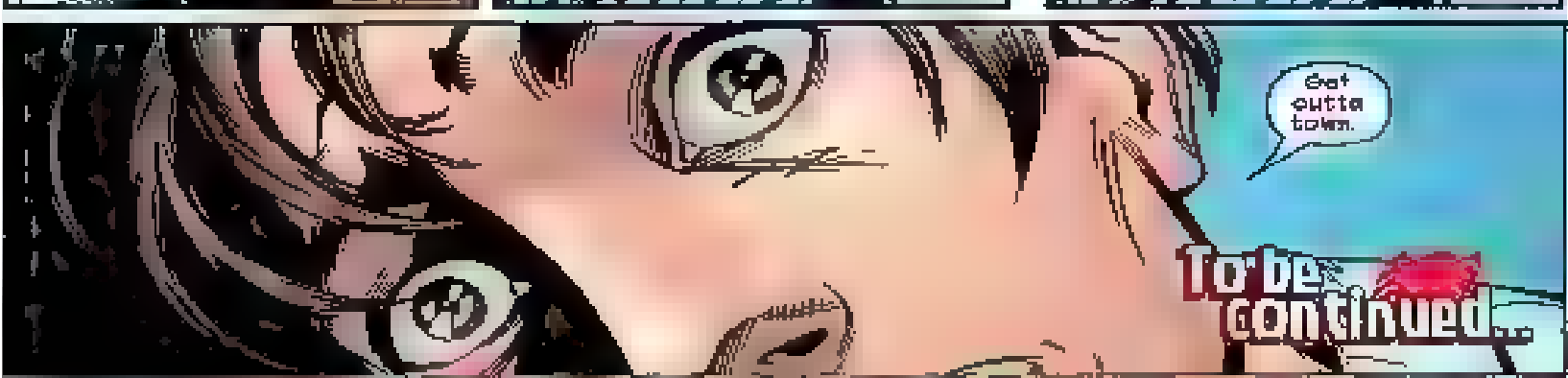
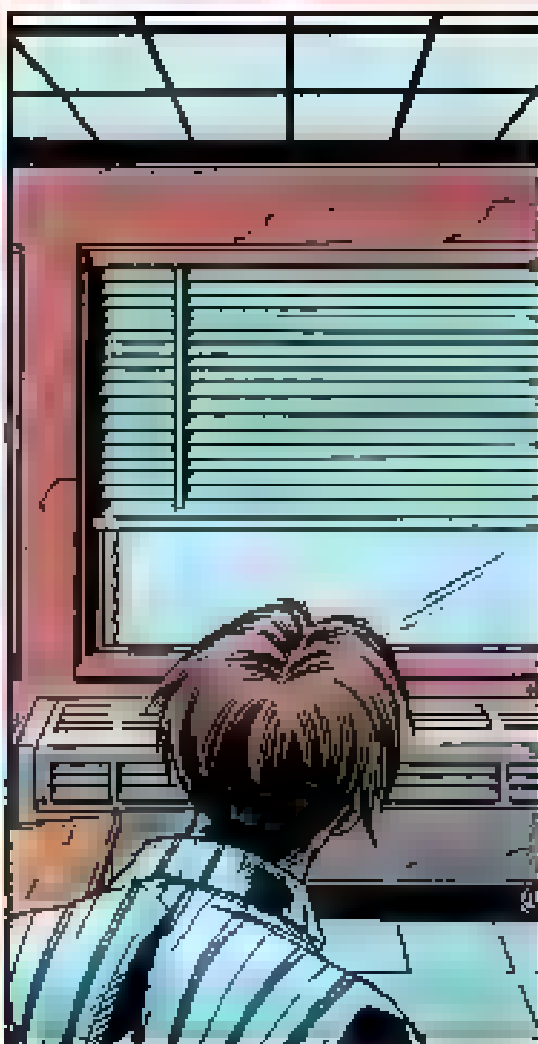


What is this?



Did he threaten you? Did he tell you that he is aware that you're...?





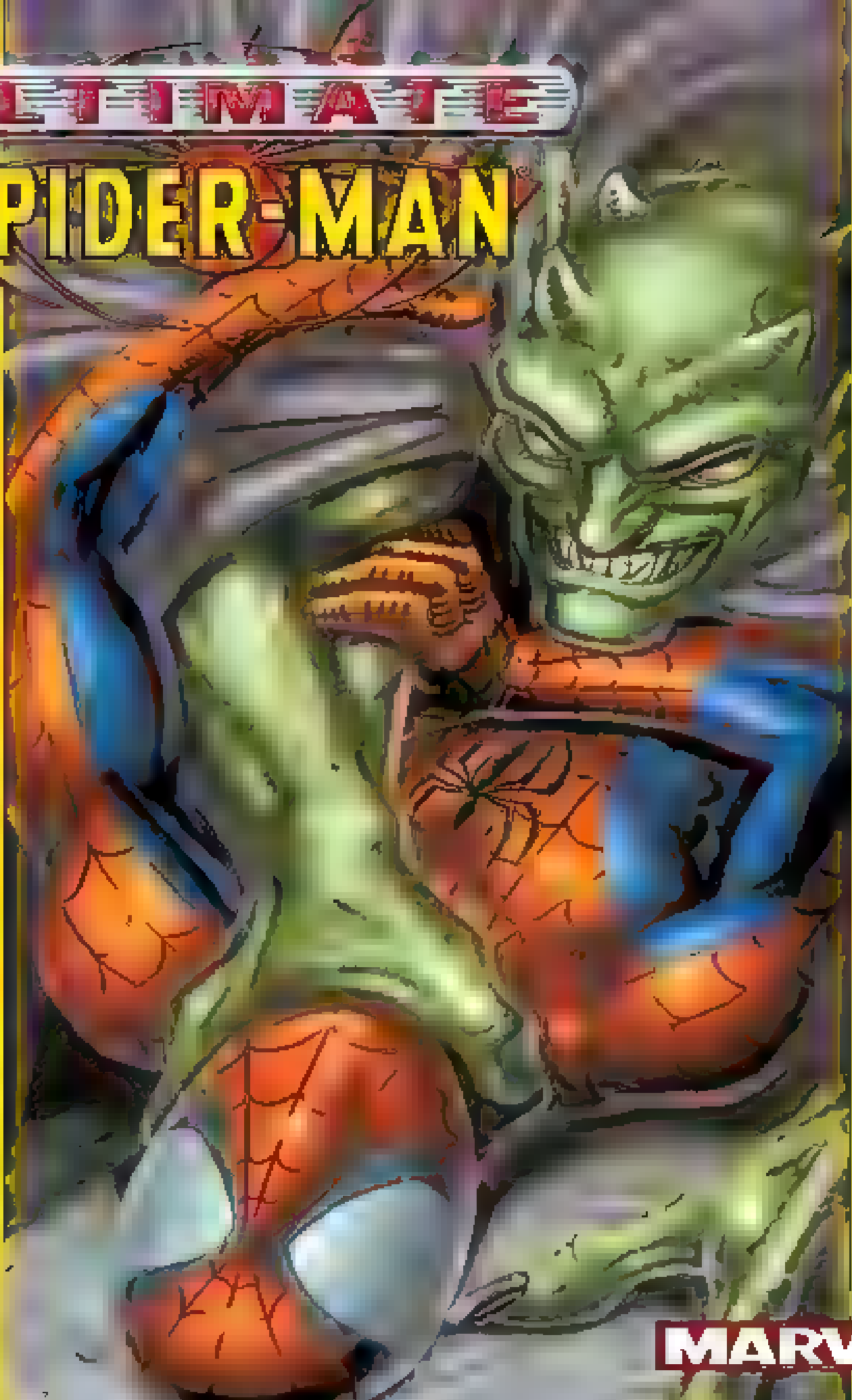
ULTIMATE

SPIDER-MAN

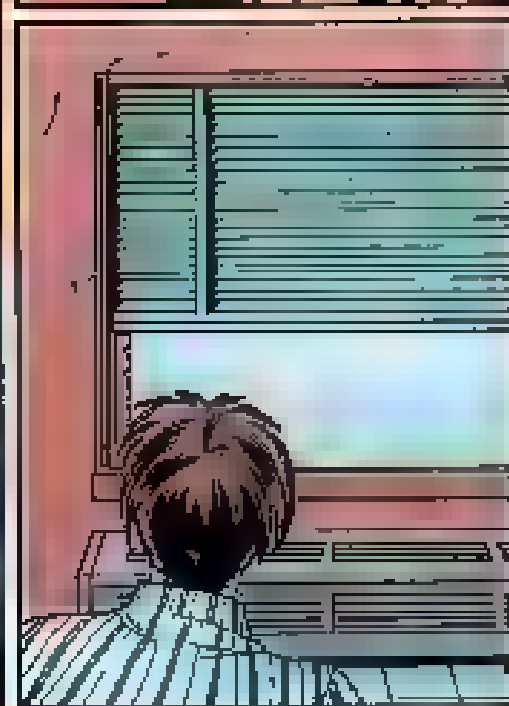
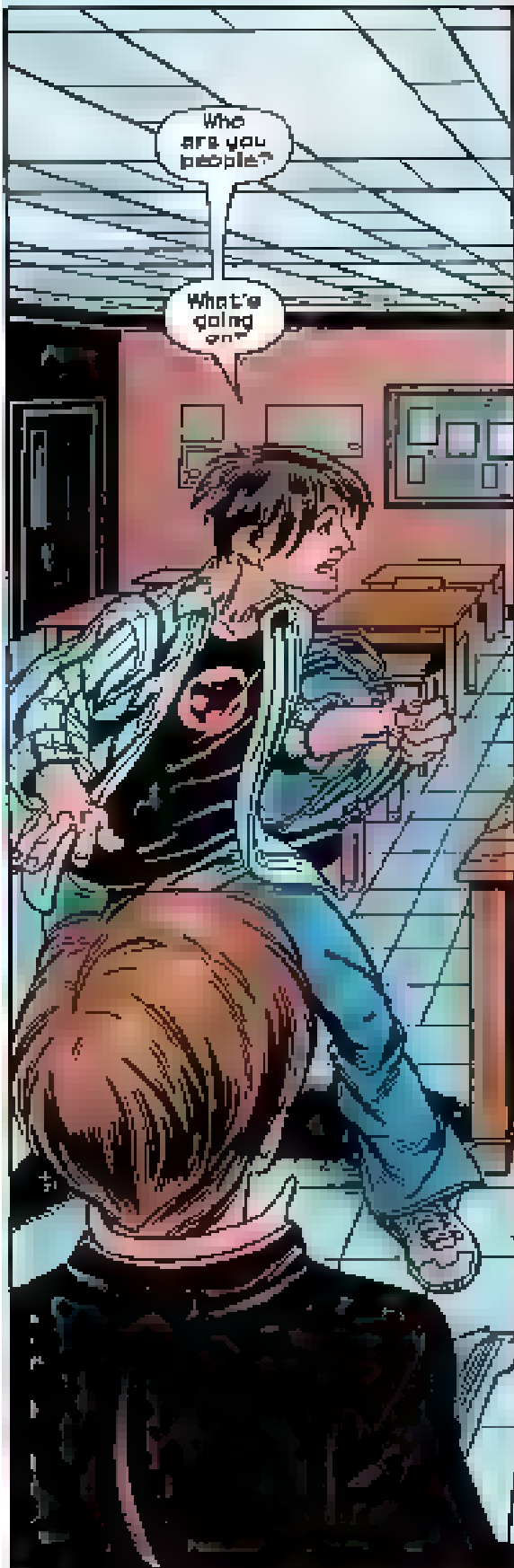
ISSUE

24

ULTIMATUM



MARVEL

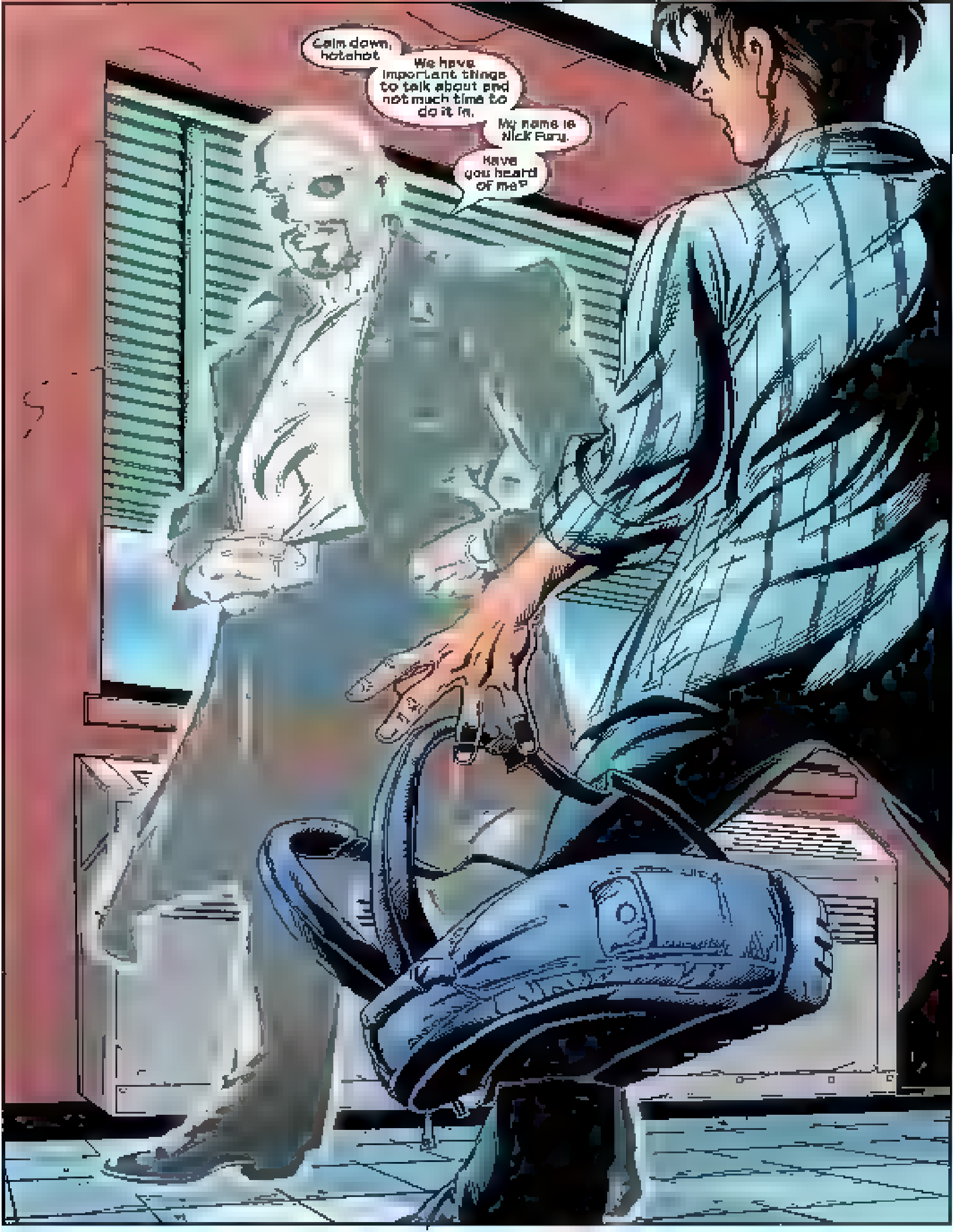


Calm down,
hotshot

We have
important things
to talk about and
not much time to
do it in.

My name is
Nick Fury.

Have
you heard
of me?





Peter Parker



Aunt May



Mary Jane Watson



Harry Osborn



Norman Osborn



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, wreckball-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all--Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero takes to balance a full High School curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets--his beautiful Mary Jane Watson, and saving time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Norman Osborn was secretly developing a new monster drug called Oz. Testing of this mysterious drug mysteriously altered the spider that accidentally created Spider-Man.

Now Norman Osborn demonstrates to Peter how he can turn himself into the horrifying monster known as the Green Goblin with a simple injection of Oz. Norman tells a terrified Peter that if Peter doesn't abide by his every wish, he will hurt or kill Aunt May and Mary Jane. Peter runs away terrified.



ULTIMATE SPIDER-MAN

Brian Michael Bendis *Writer*

Mark Baglio *Editor*

Art Thibert *Artist*

Transparency Digital
Colors

Chris Eliopoulos
Letterer

S.C. Cabral
Production Editor

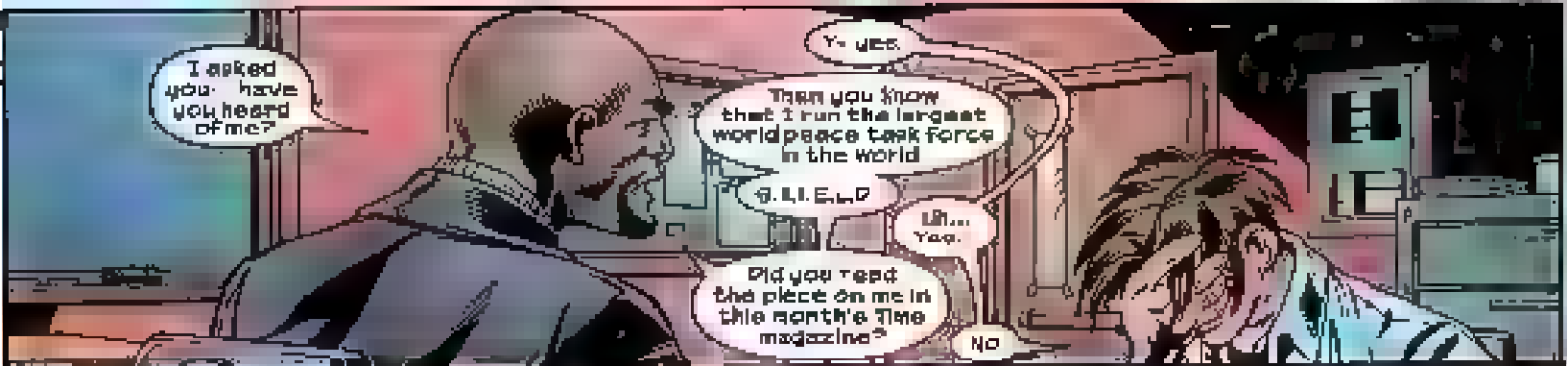
Brian Smith
Managing Editor

Edith Macchia
Editor

Joe Cussolo
Editor in Chief

Bill Jones
President & Publisher

© 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and their distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.



I asked you have you heard of me?

Y- yes.

Then you know that I run the largest world peace task force in the world

G.I.E.L.D

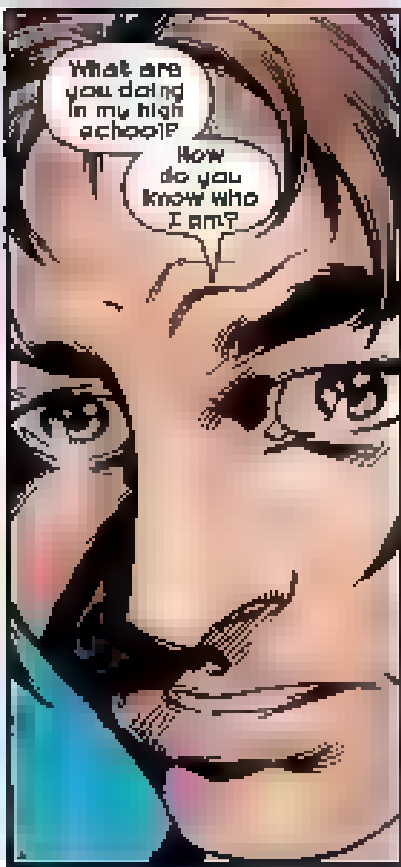
Um... Yes.

Did you read the piece on me in this month's Time magazine?

No



It's a cover story

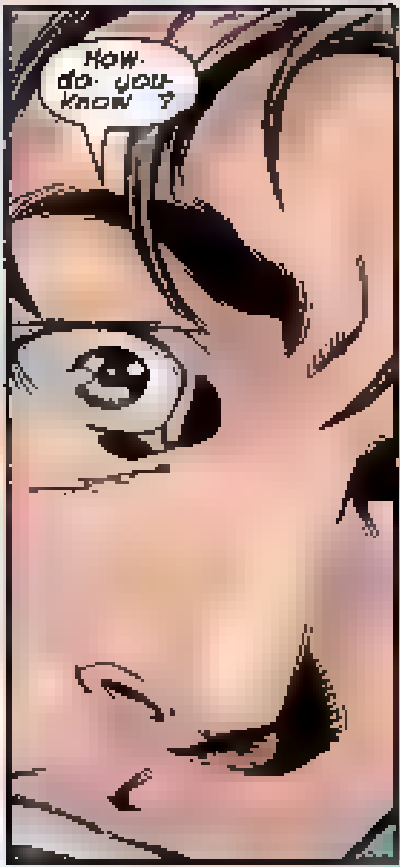


What are you doing in my high school?

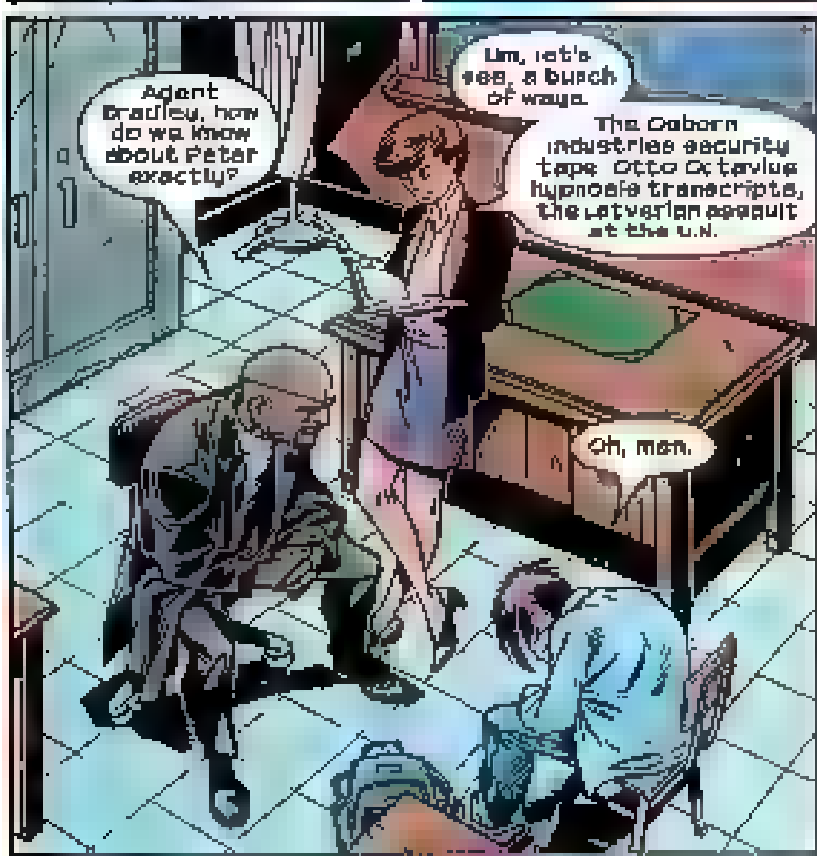
How do you know who I am?



Peter there's not much in this world I do not know.



How do you know?

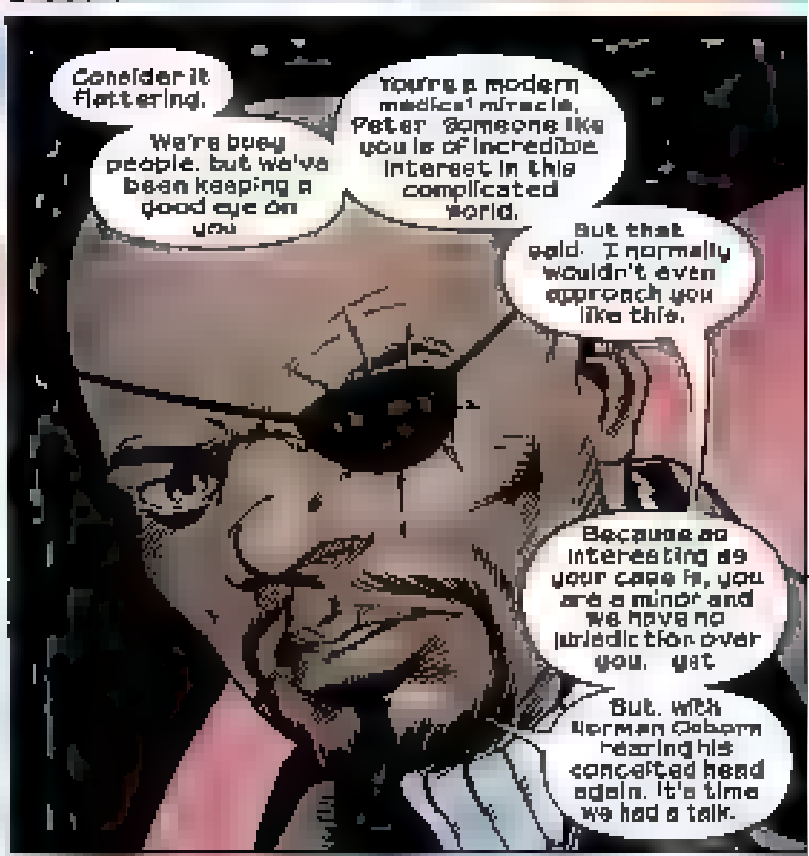


Agent Bradley, how do we know about Peter exactly?

Um, let's see, a bunch of ways.

The Gaborn industries security tape Otto Octavius hypnosis transcripts, the Latvian assault at the U.N.

Oh, man.



Consider it flattering.

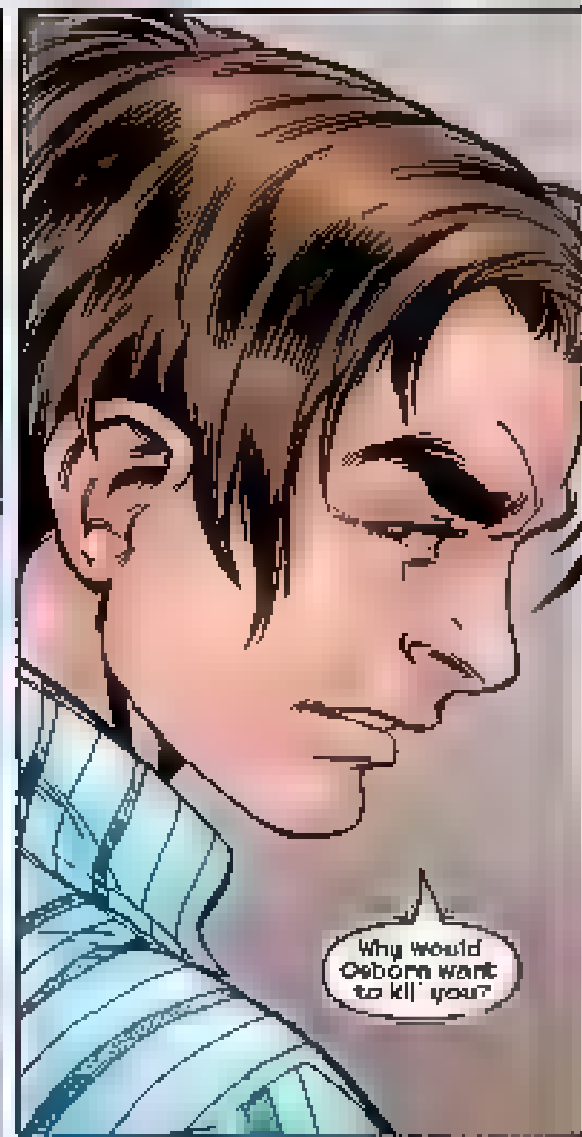
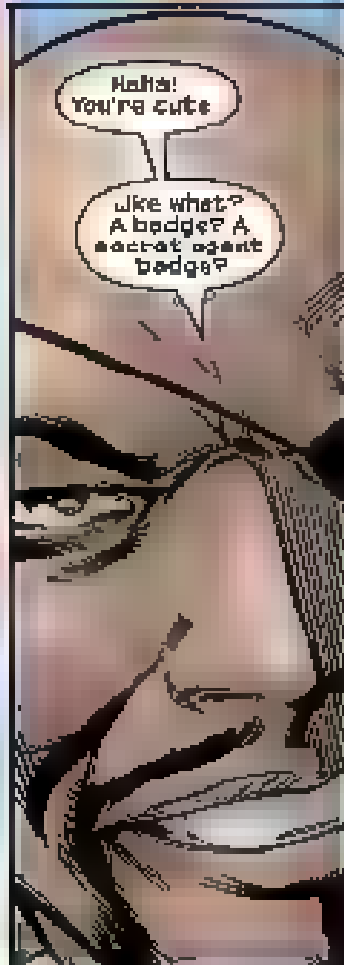
We're busy people, but we've been keeping a good eye on you


You're a modern medical miracle, Peter. Someone like you is of incredible interest in this complicated world.

But that said, I normally wouldn't even approach you like this.

Because as interesting as your case is, you are a minor and we have no jurisdiction over you. Yet

But, with Norman Gaborn hearing his concealed head again. It's time we had a talk.





Originally, the
entire Oz project,
the genetic project
that accidentally
created you and
Norman's later
ago..

was being
created for us
for S.H.+E.L.D

We had, for
many years, been
taking open corporate
bids on a 'Super
Soldier' serum

Ozcorp and
a few other
companies were
competing for our
attention.

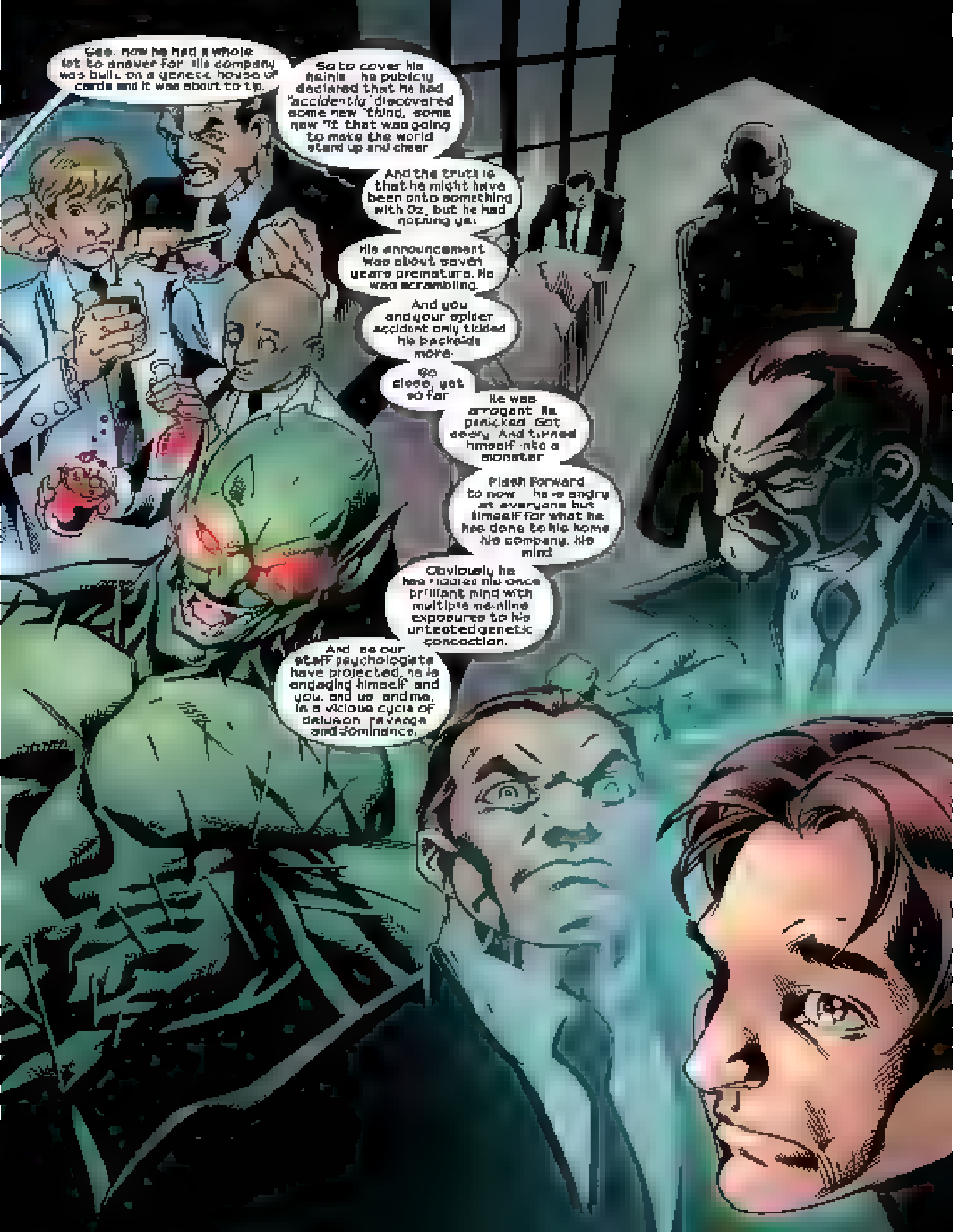
Ozborn made a
heckuva presentation,
but as it turned out,
he was full of bull. All
smoke and mirrors.

His formulas
were a mess. He
was rushing his
processes and
getting sloppy.

After two
and a half years
he had nothing to
show for it.

He was,
and is, pretty
licked off at
me. Oh well.

So I me. I
cut the cord
between S.H. E.L.D.
and Ozcorp.



See, now he had a whole lot to answer for. His company was built on a genetic house of cards and it was about to tip.

So to cover his tracks, he publicly declared that he had "accidentally" discovered some new "thing," some new "it" that was going to make the world stand up and cheer.

And the truth is that he might have been onto something with Oz, but he had nothing yet.

His announcement was about seven years premature. He was scrambling.

And you and your spider accident only tickled his backside more.

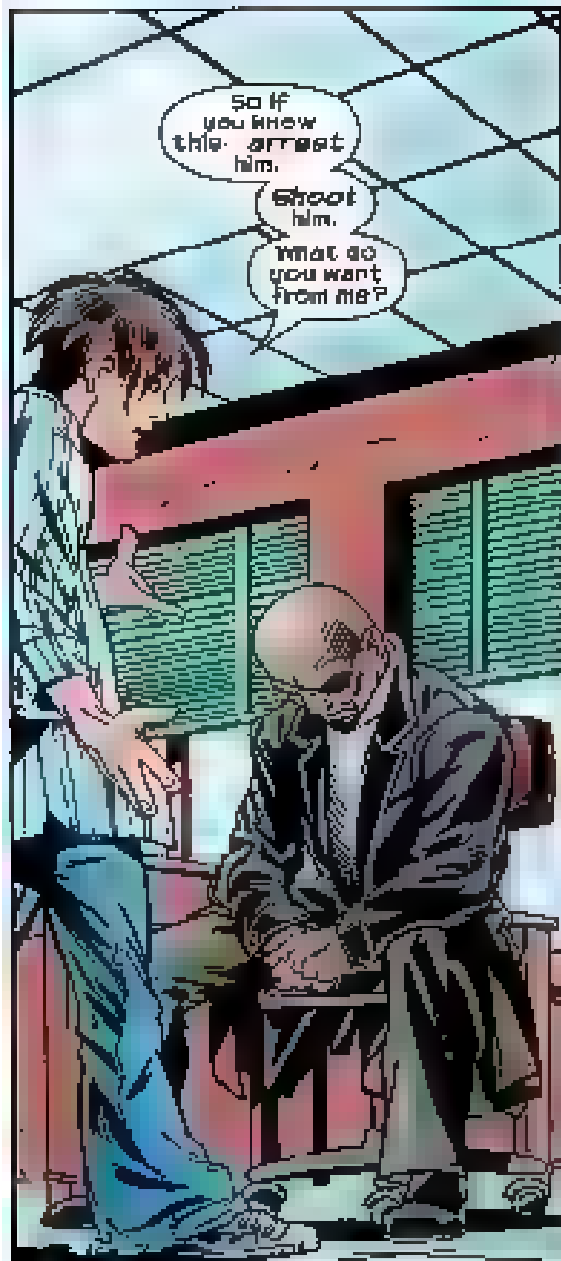
So close, yet so far.

He was arrogant. He panicked. Got scary. And turned himself into a monster.

Flash forward to now: he's angry at everyone but himself for what he has done to his home, his company, his mind.

Obviously he has retained his once brilliant mind with multiple meddling exposures to his untethered genetic concoction.

And as our staff psychologists have projected, he is engaging himself and you, and us, and me, in a vicious cycle of delusion, revenge, and dominance.



So if you know this, arrest him.

Shoot him.

What do you want from me?

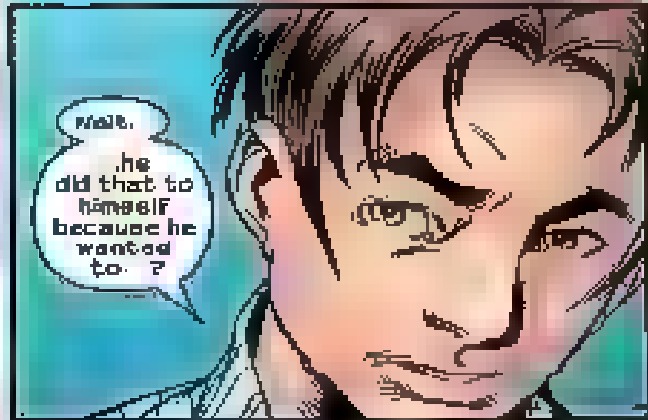


You're young and I know you'll have a hard time understanding the bigger picture here.

but legally, Osborn is off-limits to us.

Yes, we know all about Norman Osborn. We know all about his Oz project, and we know what he has done to himself in an attempt to recreate the accident that created you...

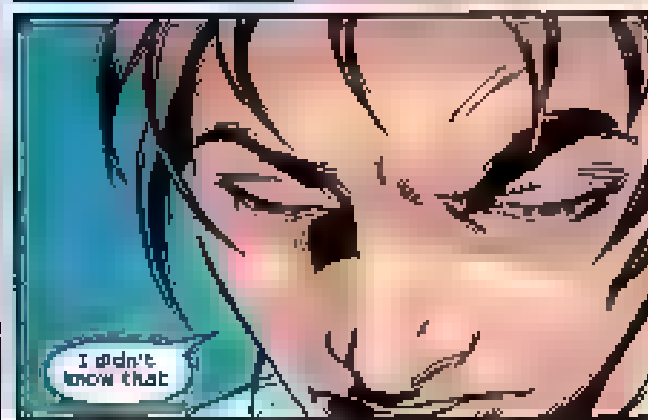
Bart.



Wait. he did that to himself because he wanted to?



Yes.



I didn't know that.



The American government isn't allowed to spy on Americans on American soil.

It's against the law.

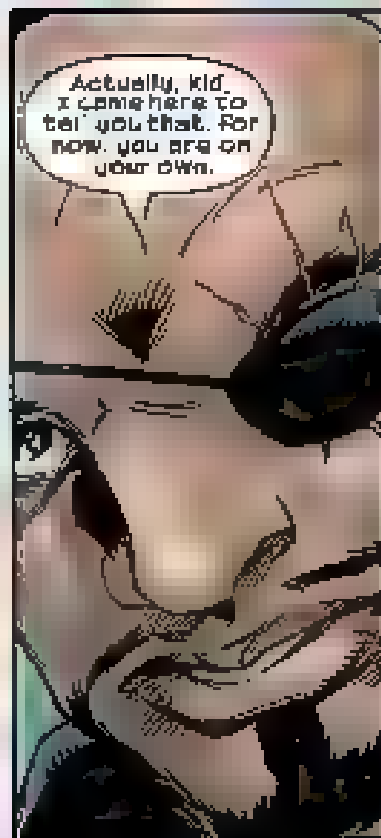
I am not here.

Agent Bradley isn't here.



It is, in fact, illegal for us to have heard his threat to you last night.

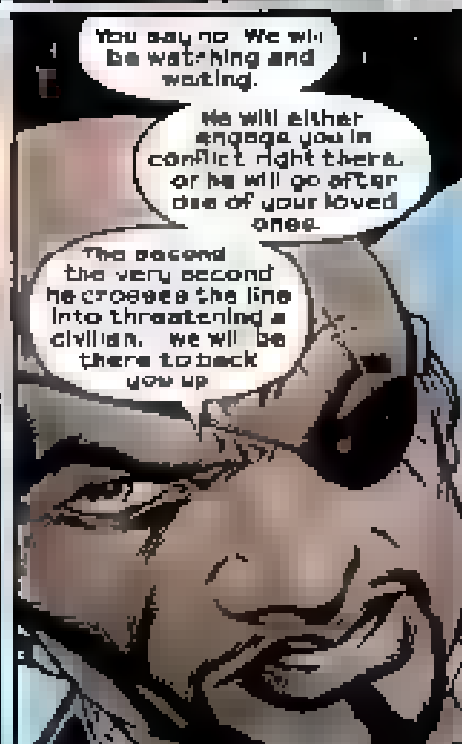
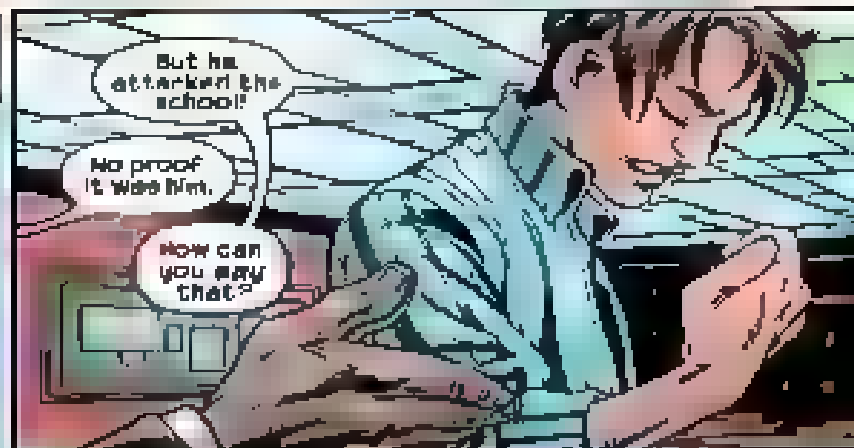
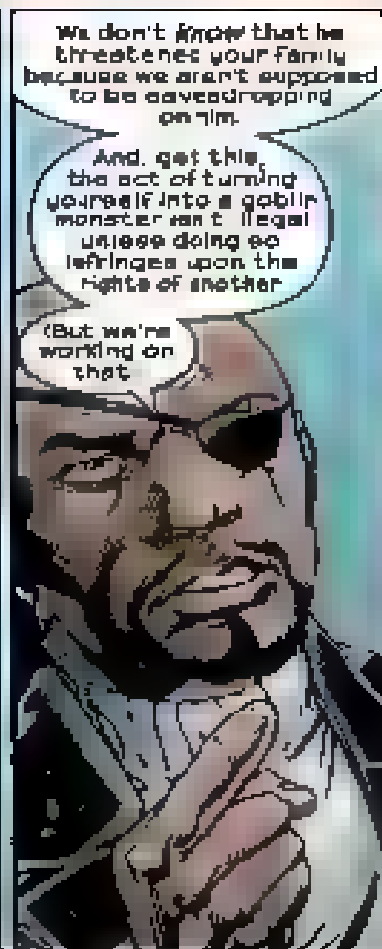
So what are you going to do to stop him?



Actually, kid, I came here to tell you that. For now, you are on your own.



What?

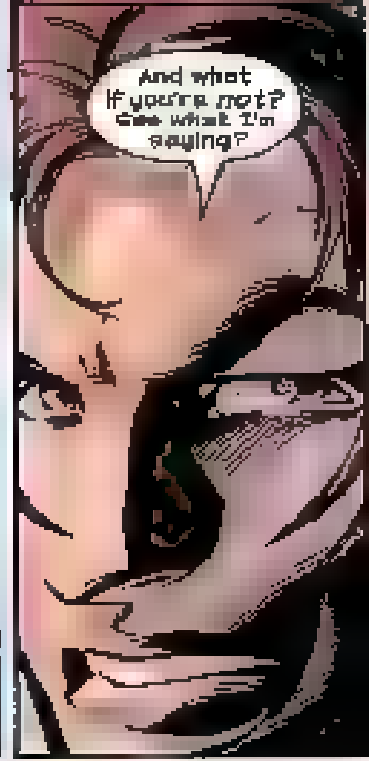




And what if you're not there?



We will be there.



And what if you're not? See what I'm saying?



We will be.



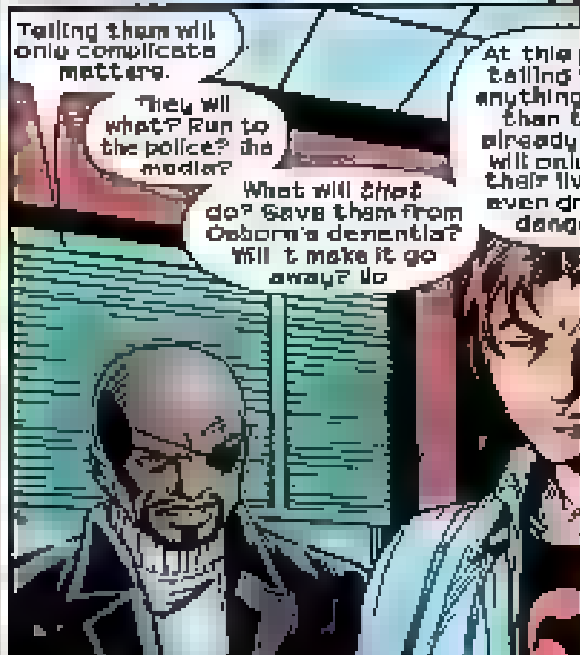
You weren't here at the school that time.

You weren't there when he killed his wife?

You weren't there when he...

The other important thing is that it is probably wise that you not tell your family or friends anything about this.

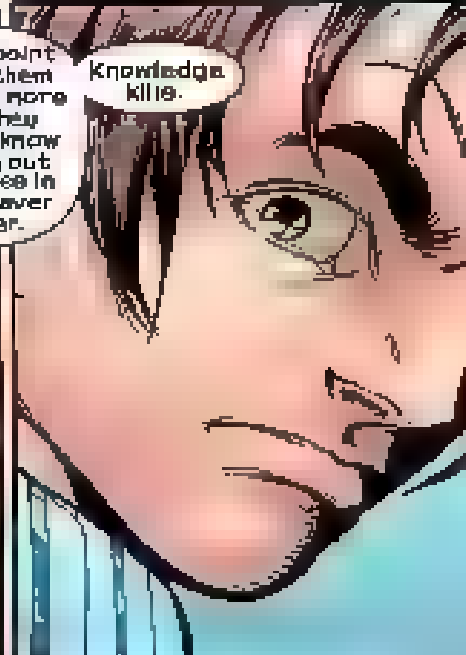
What?!



Telling them will only complicate matters.

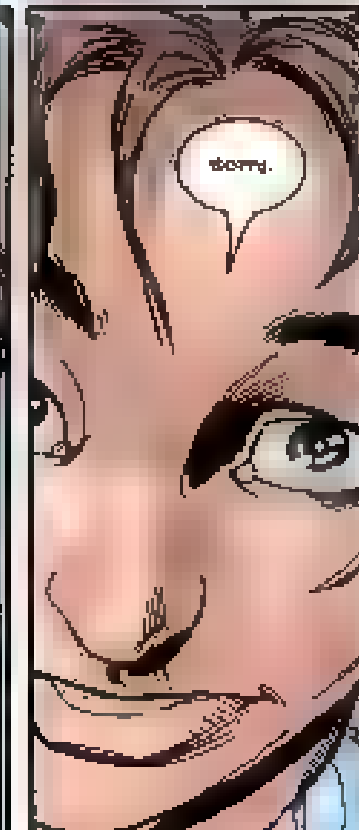
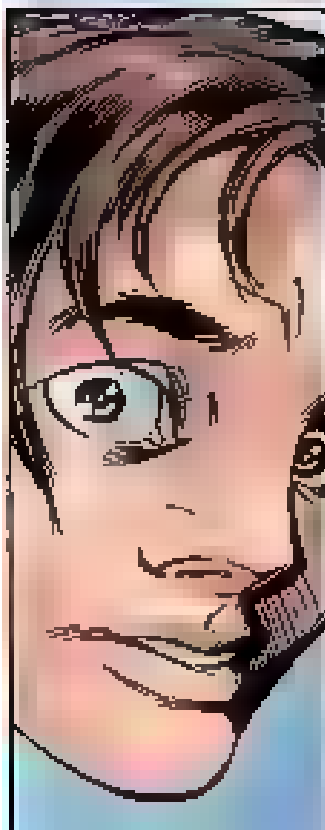
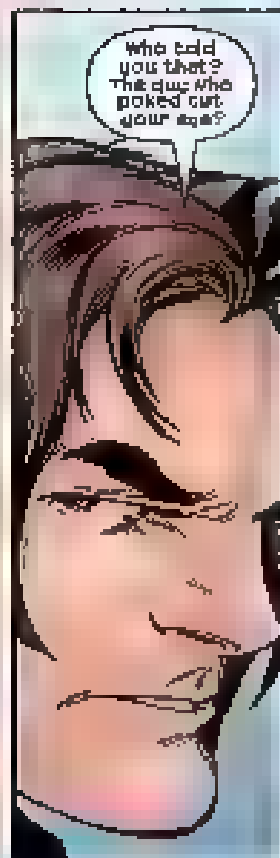
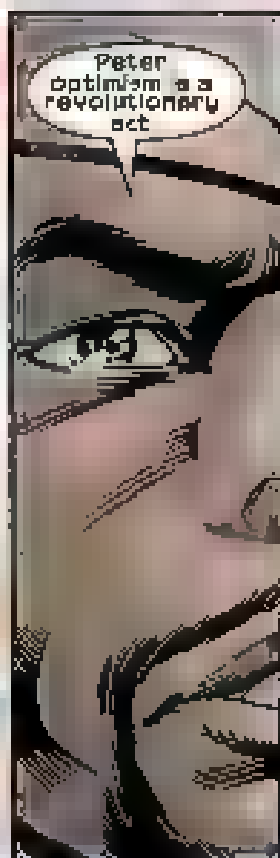
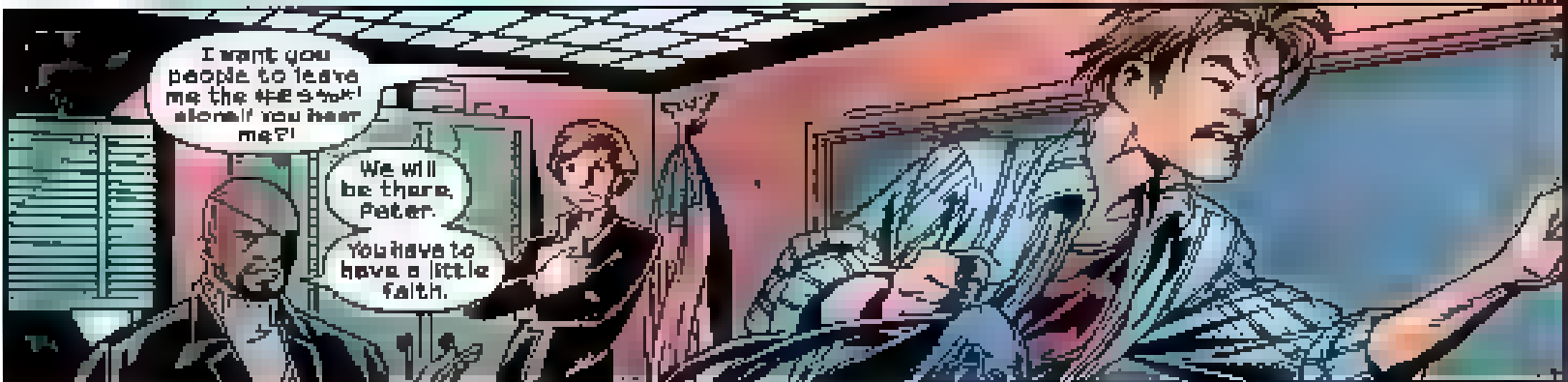
They will what? Run to the police? the media?

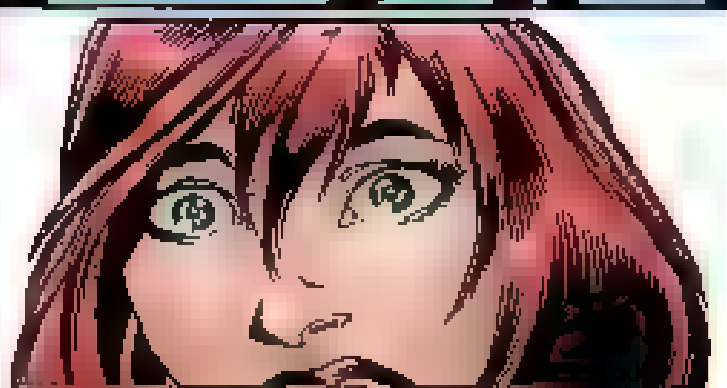
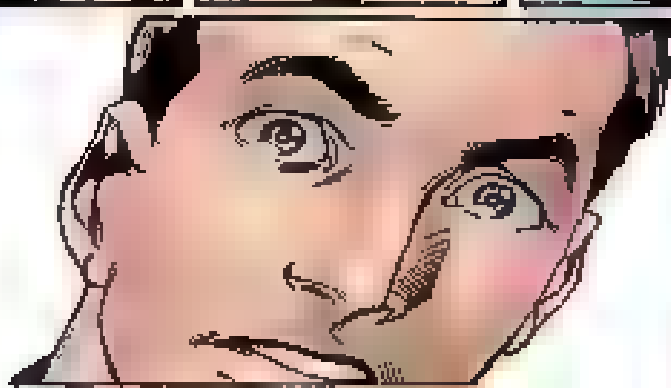
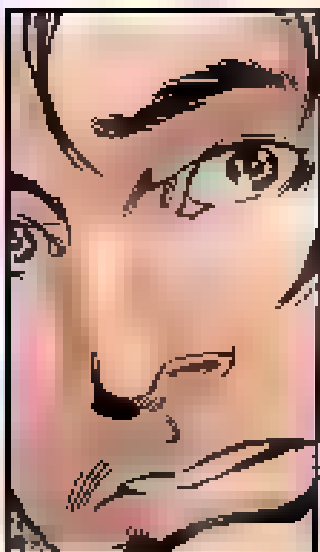
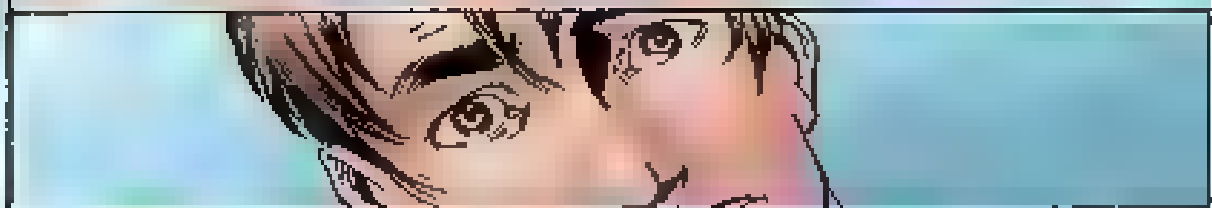
What will that do? Save them from Osborne's denials? Will it make it go away? No.

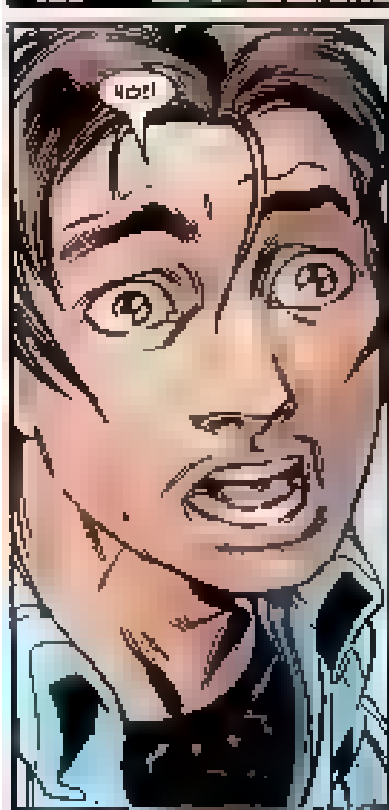
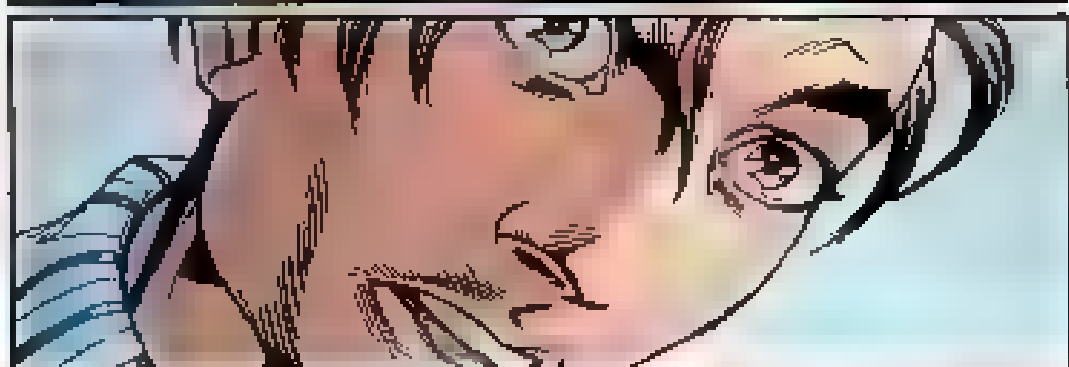


At this point telling them anything more than they already know will only put their lives in even greater danger.

Knowledge kills.





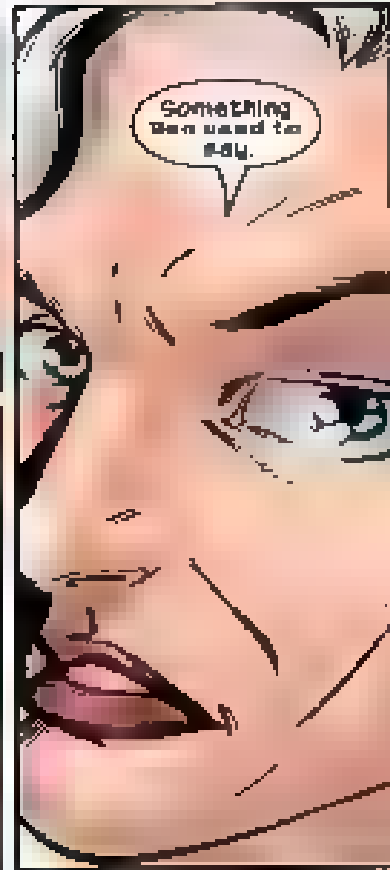
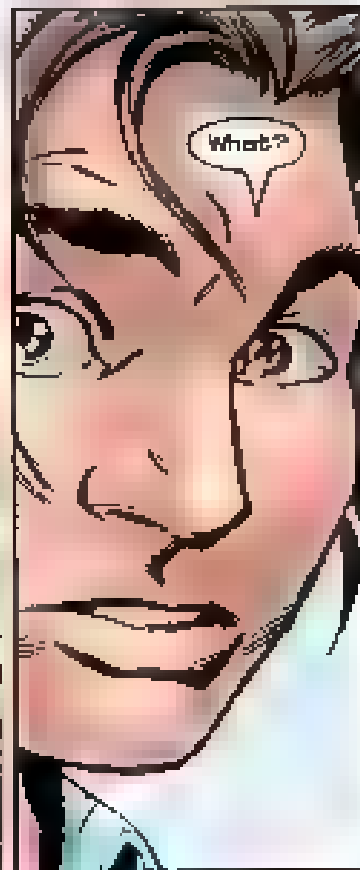
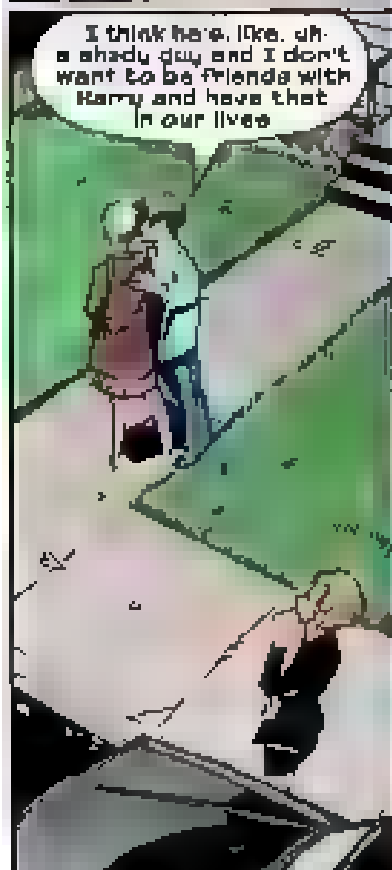
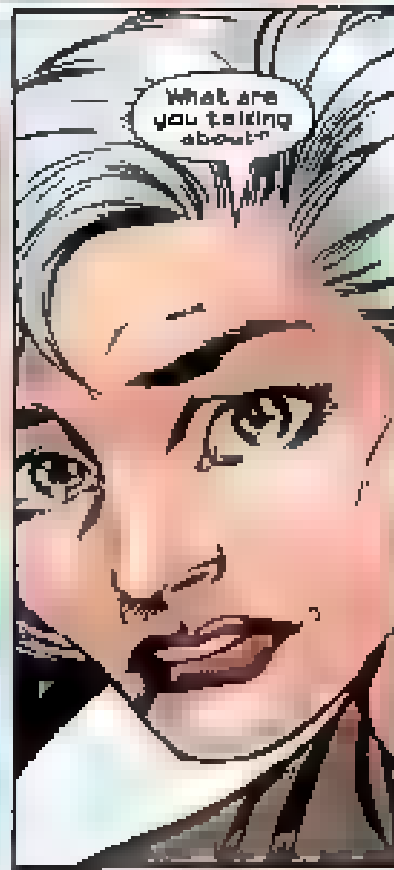
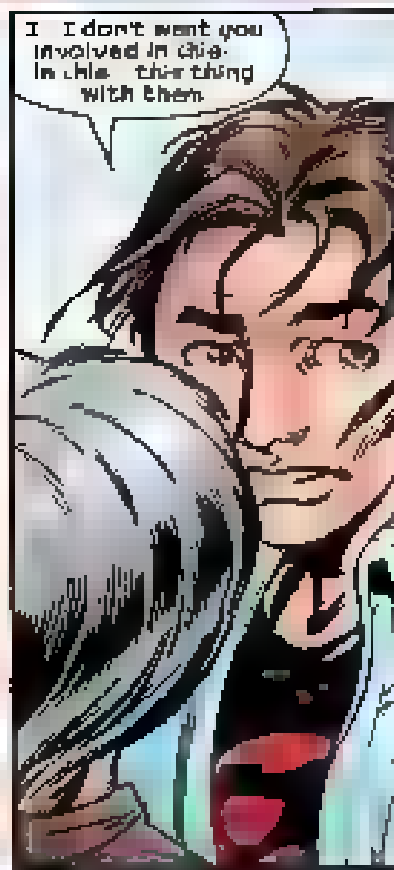
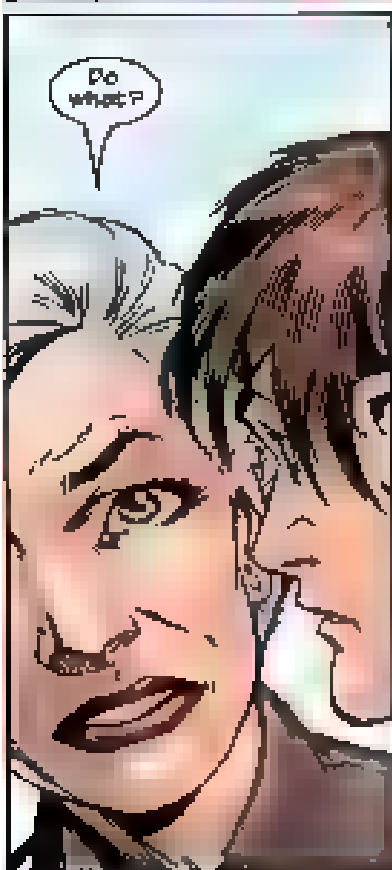


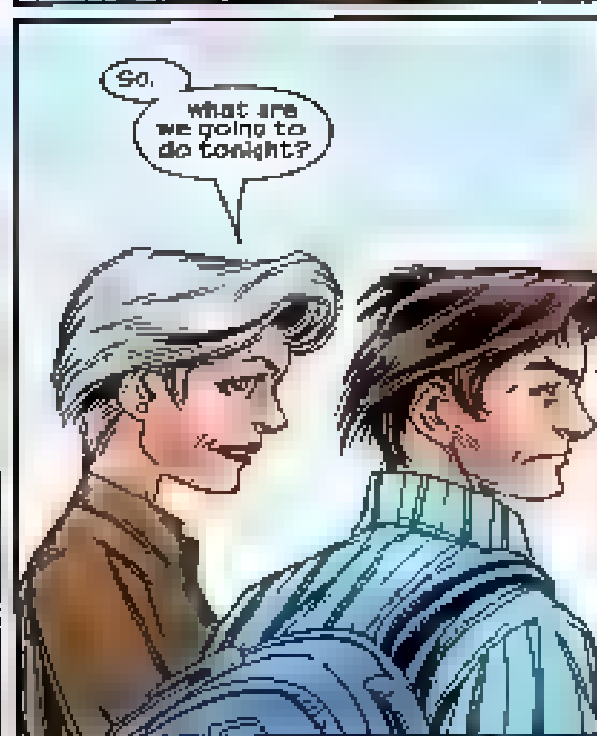
Mr. Osborn
invited us into
the city for
dinner.

I thought
you were
coming with
Harry.

Petero

What's
going on
here? What
is this?







That
is it

Aunt May's my only
family and she's a lot
more important than
the stupid costume
and these stupid
powers.

And if that's what
my 42nd birthday
man has come to
mean.

That's it



And screw
that New
Furry guy

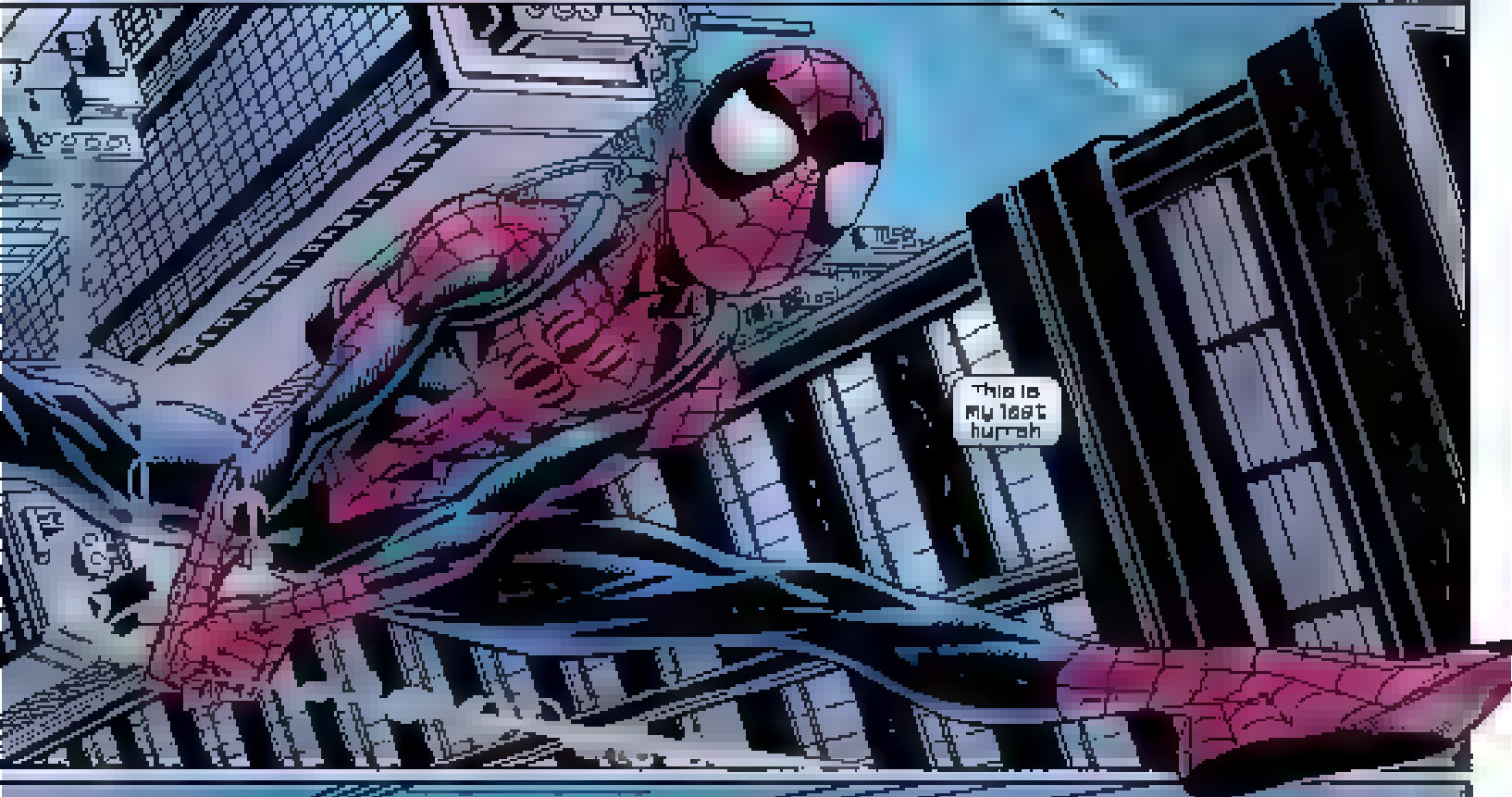


My Aunt's
being married
up into that
man's car and
where
is he

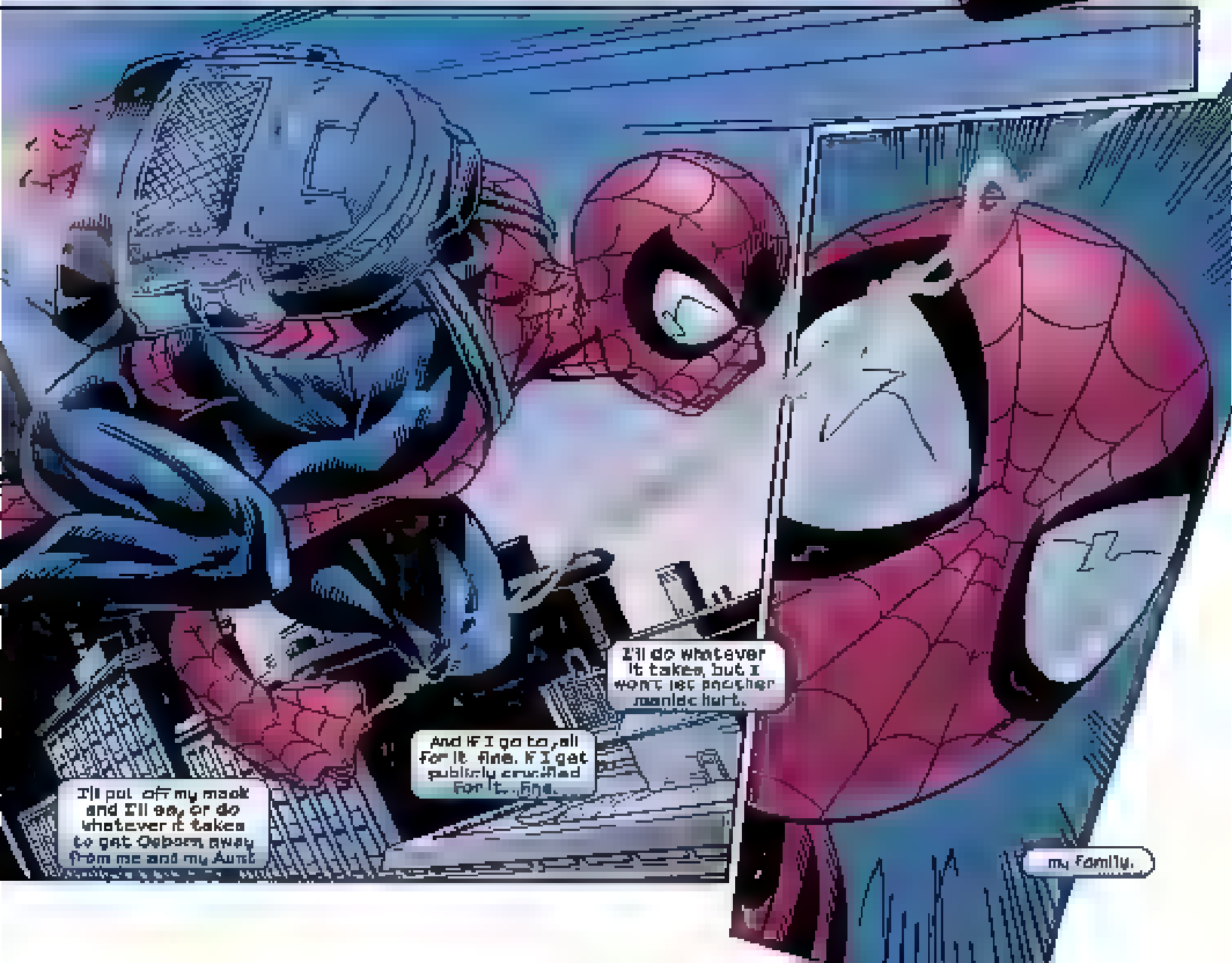
And I
don't see
him now

I'll wait to
take the cops. It
fun in the city





This is
my last
hurrah

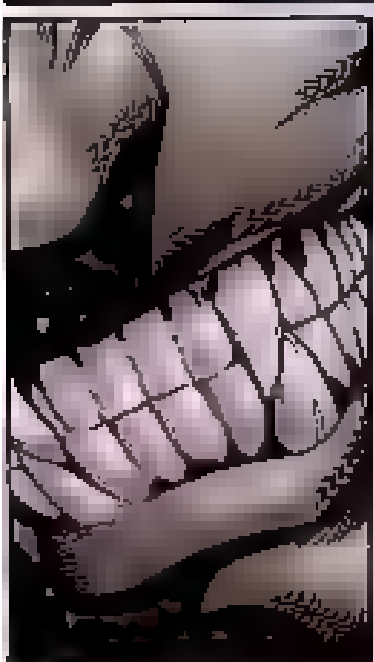
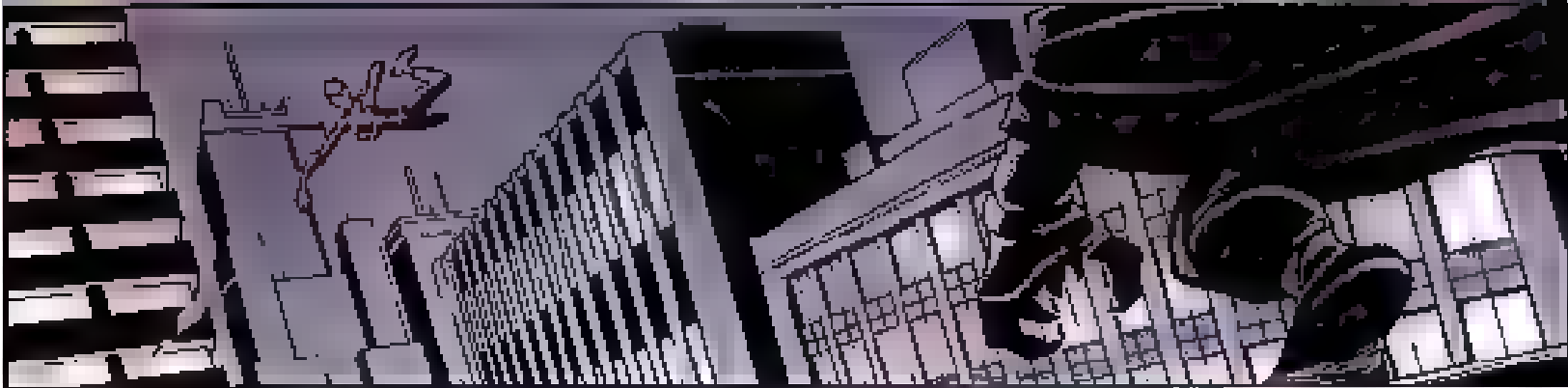


I'll put off my mask
and I'll say, or do
whatever it takes
to get Osborn away
from me and my Aunt

And if I go to, all
for it fine. If I get
publicly crucified
for it... fine.

I'll do whatever
it takes, but I
won't let another
maniac hurt.

my family.



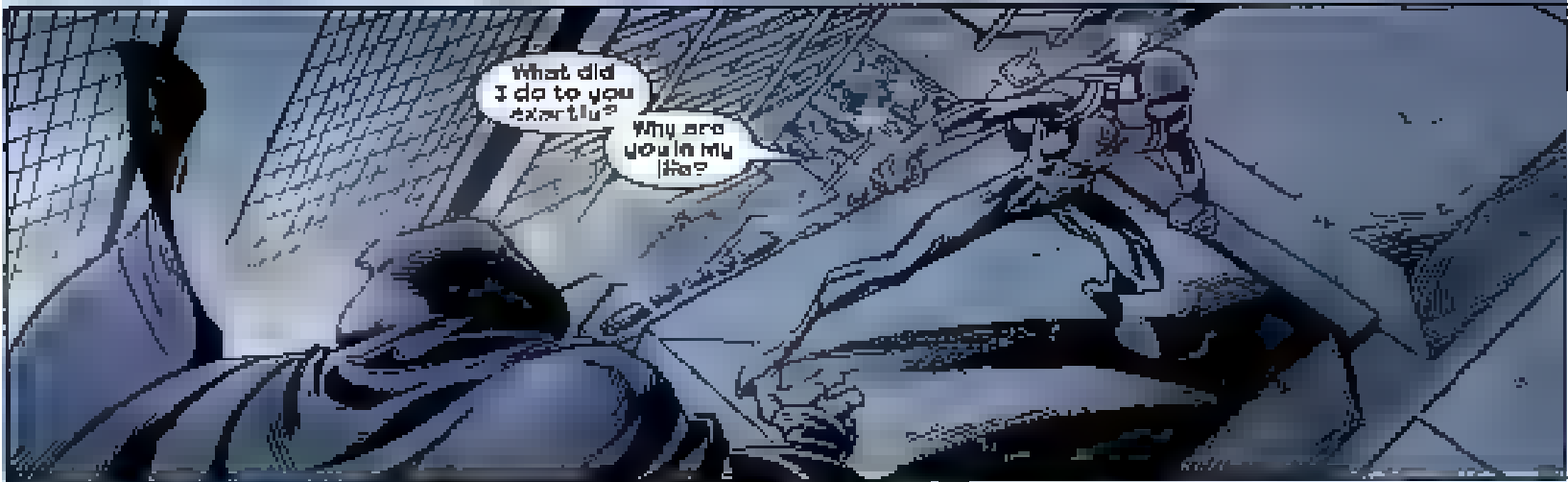
I thought
I told you to
throw that
costume
away

I thought
you drowned
in the East
River

Guess we're
not as bright
as we think we
are, huh?

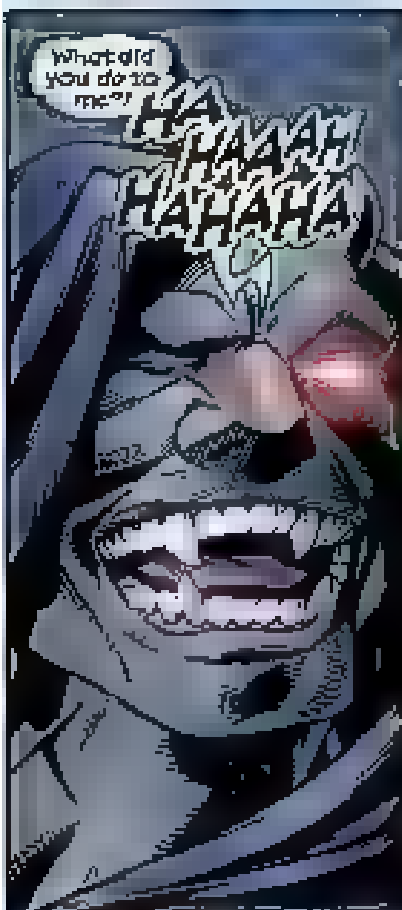


So I take it
you're going
to choose the
road most
bloody



What did I do to you exactly?

Why are you in my life?



What did you do to me?

HAHAHA
HAHAHA
HAHAHA



Man, you did this to yourself!

Hello? I had nothing to do with this thing you turned yourself into - and I have nothing to do with you.

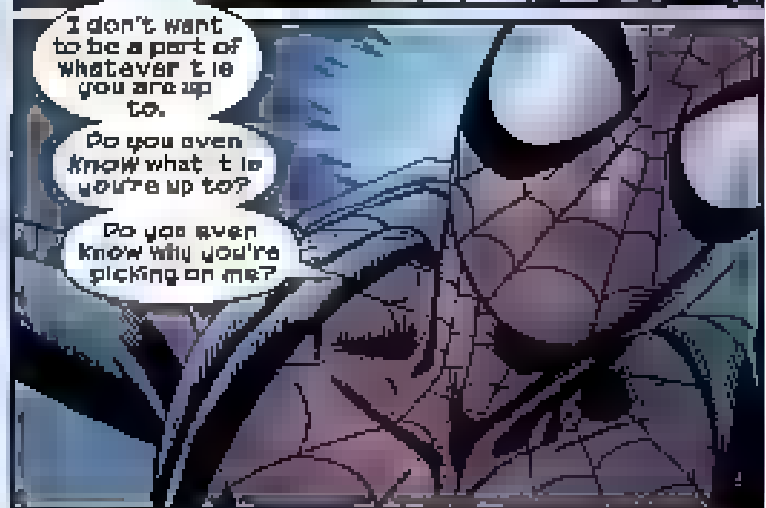
If anybody should be mad at anybody I think I should be mad at you.

I was your spider!

I should ease the crap out of you. What do you think of that?



I don't want any part of this!



I don't want to be a part of whatever it is you are up to.

Do you even know what it is you're up to?

Do you even know why you're picking on me?



Circles!

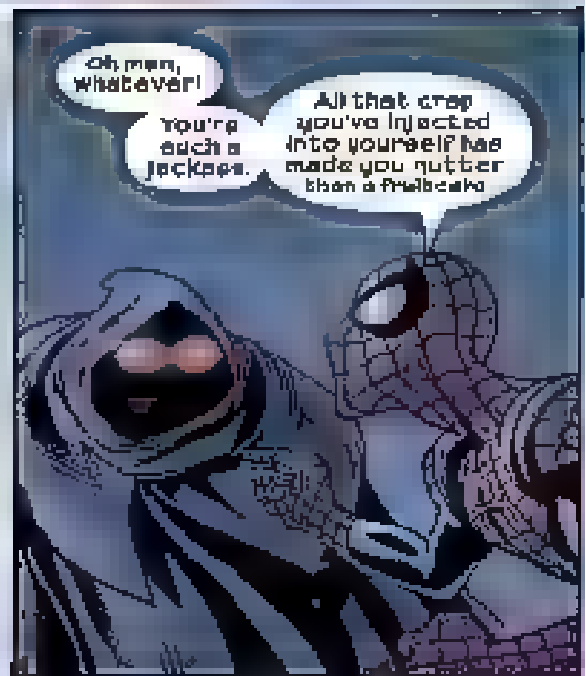
Circles of life

Circles of death

Circles of Hell

Circles of pain

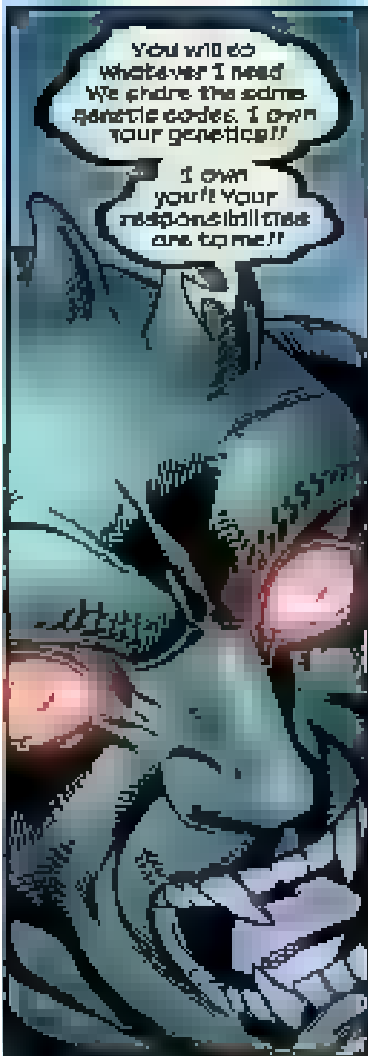
Circles of responsibility



Oh man, whatever!

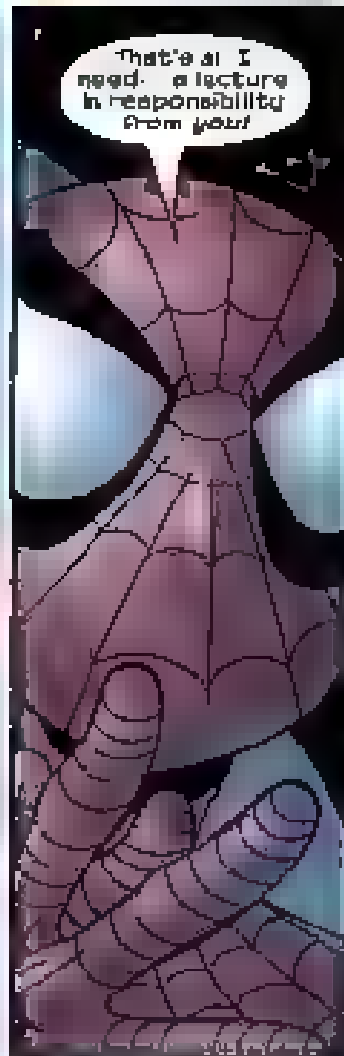
You're such a jackass.

All that crap you've injected into yourself has made you nuttier than a fruitcake.

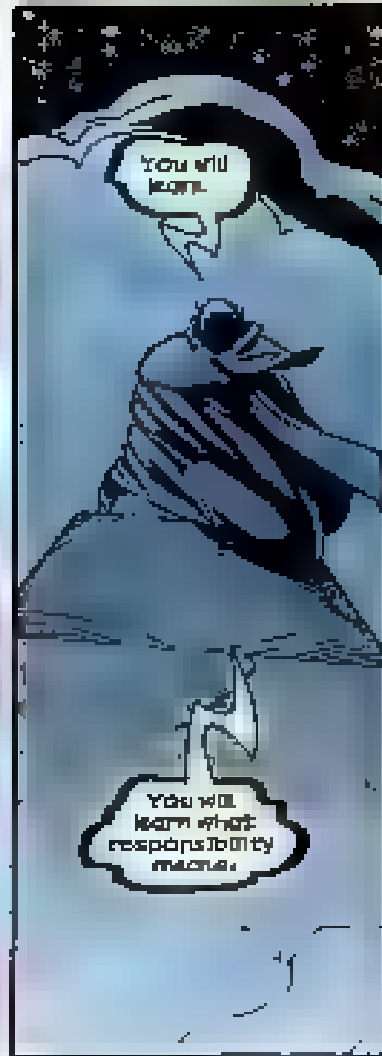


You will do whatever I need. We share the same genetic codes. I own your genetics!!

I own you!! Your responsibilities are to me!!

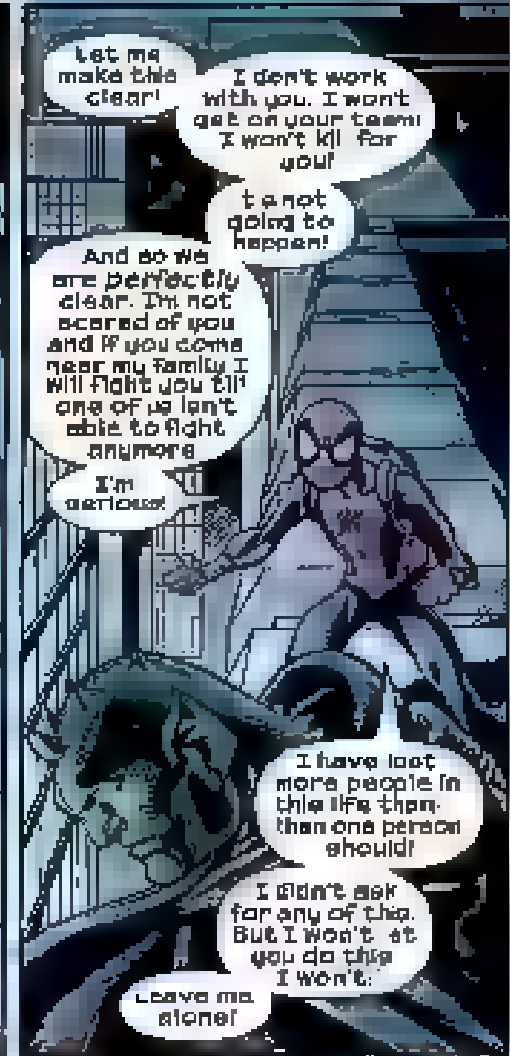


That's all I need, a lecture in responsibility from you!



You will learn.

You will learn what responsibility means.



Let me make this clear!

I don't work with you. I won't get on your team! I won't kill for you!

It's not going to happen!

And so we are perfectly clear. I'm not scared of you and if you come near my family I will fight you till one of us isn't able to fight anymore.

I'm serious!

I have lost more people in this life than one person should!

I didn't ask for any of this. But I won't let you do this. I won't.

Leave me alone!



So be it.

The same genes run through your blood as mine!

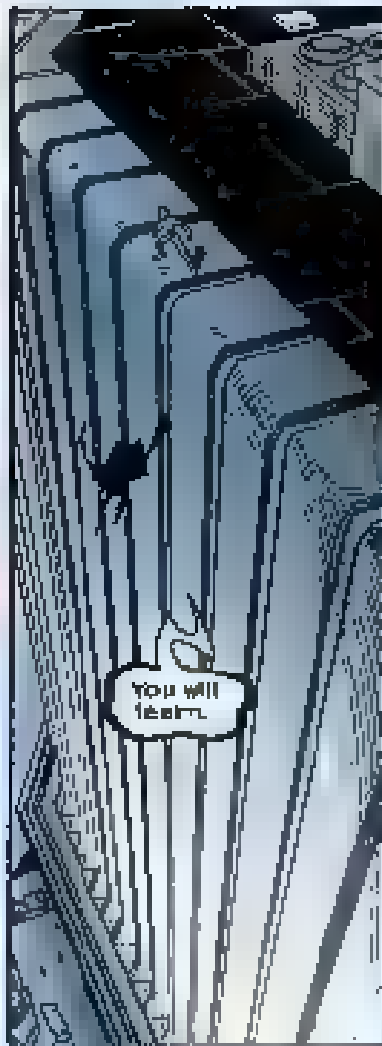
You must learn your responsibilities to me.

You will learn what responsibility means.

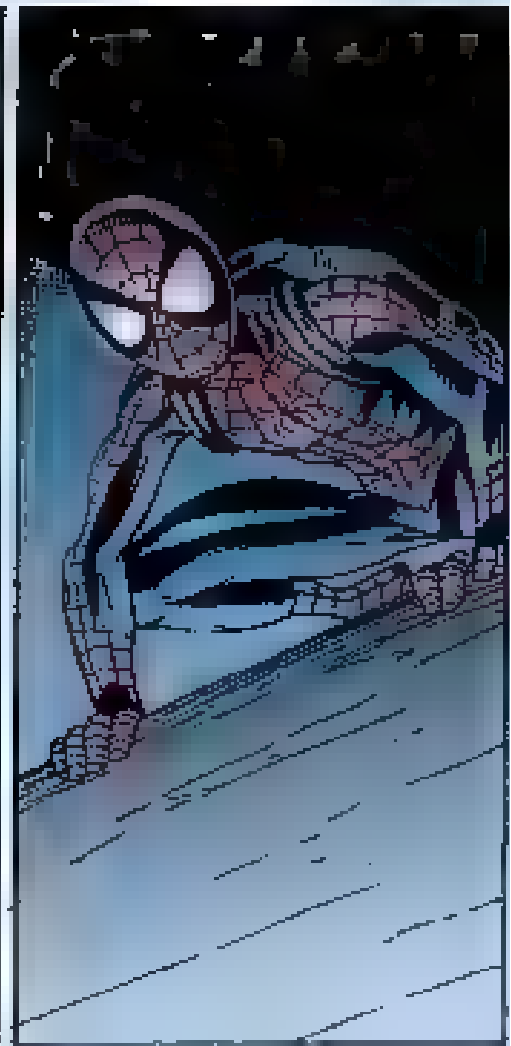


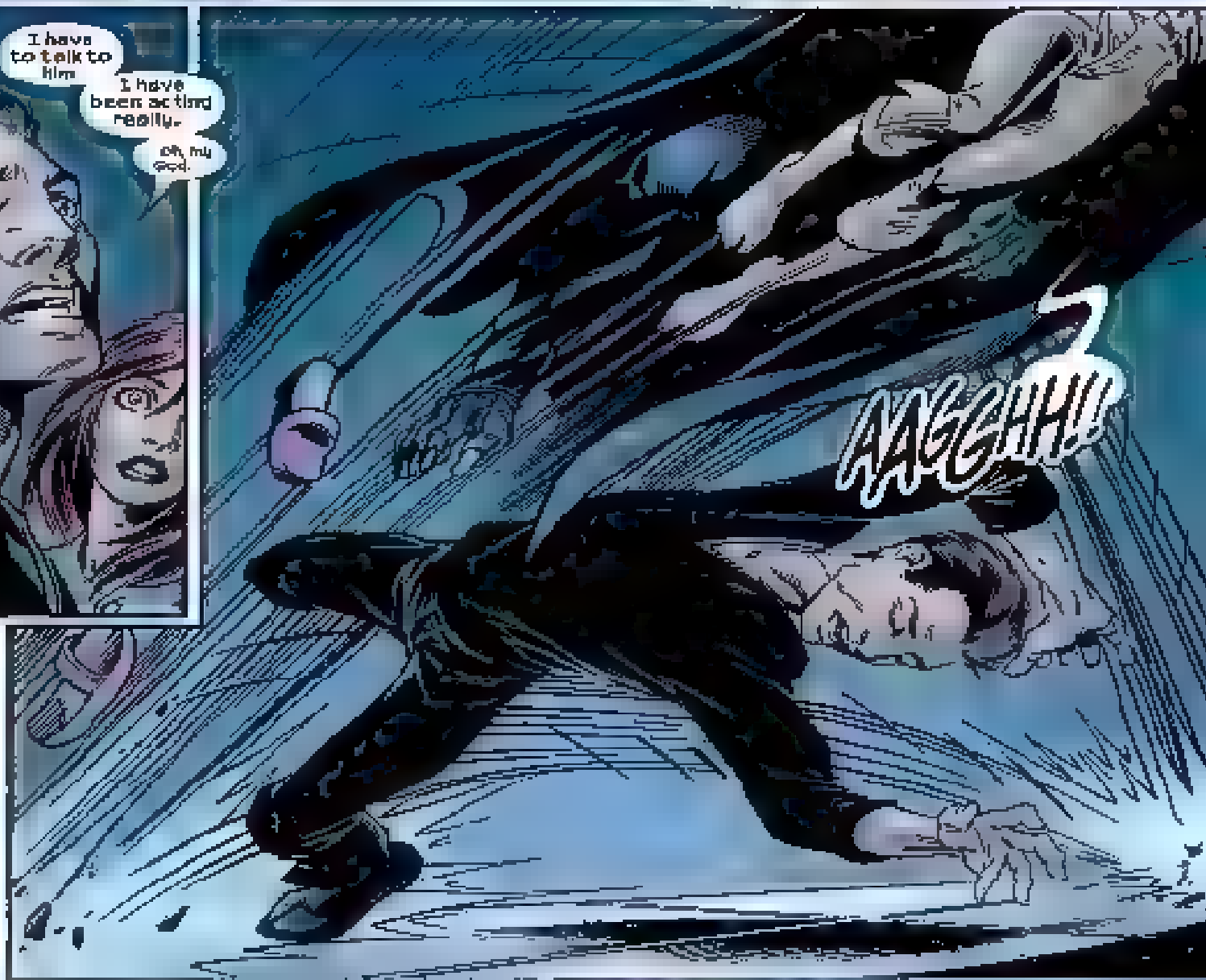
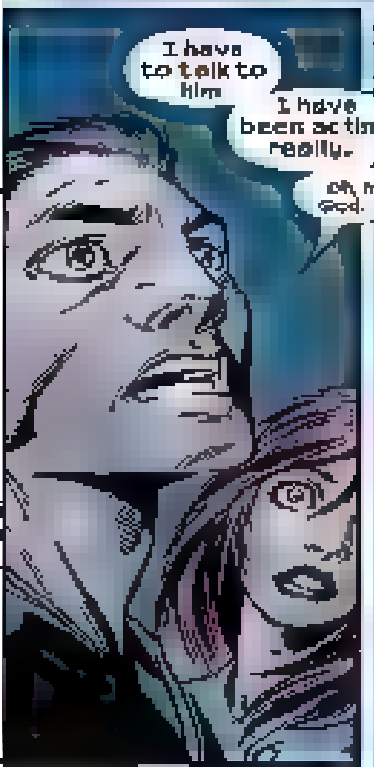
What are you talking about?

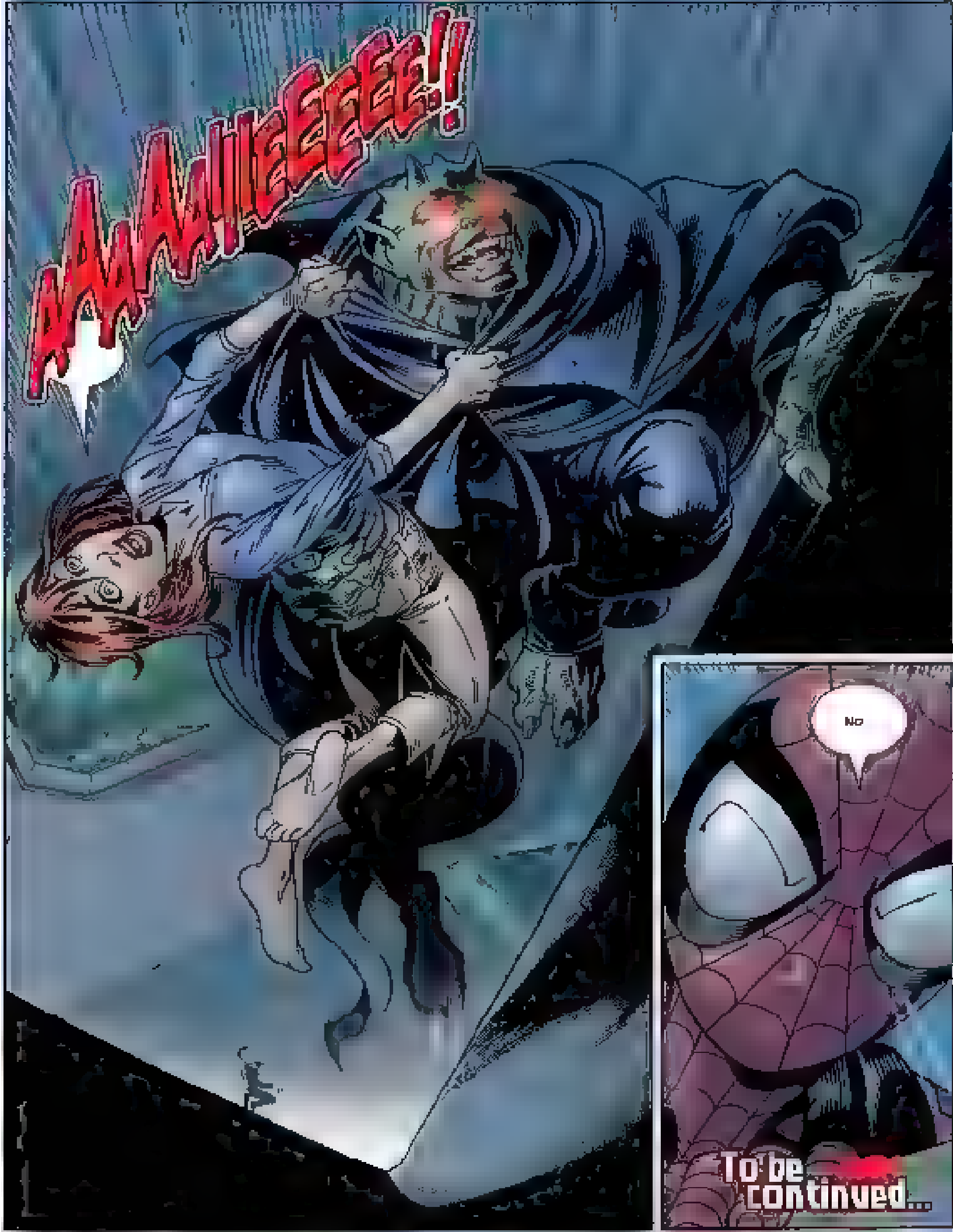
I don't even know you.



You will learn.







AAAAAEEEEEE!!

No

To be continued...



ULTIMATE

SPIDER-MAN®

ISSUE

25

THIBERT
BAGLEY
BENDIS

BENDIS
BAGLEY
THIBERT

MARVEL

© 2010 Marvel Characters, Inc. All rights reserved.

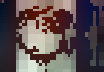
WWW.MARVEL.COM



Peter Parker



Myst May



Mary Jane Watson



Norm Osborn



Norm Osborn



Green Goblin



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all—Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full High School curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secret—the beautiful Mary Jane Watson, and saving time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Norm Osborn demonstrated to Peter how he can turn himself into the horrifying monster, the Green Goblin with an injection of the Oz wonder drug. Norman tells a terrified Peter that if Peter doesn't abide by his every wish, he will hurt or kill Aunt May and Mary Jane. Peter runs away scared for his life and those he loves.

P L A S M I D S



S E T W R L E B F I R S T I S S U E

ULTIMATE SPIDER-MAN

Written by Brian Michael Bendis

Art by Mark Baglo

Color by Art Thibart

Illustrated by David Laflamme

Lettering by Chris Eliopoulos

Cover by C.B. Ceballos

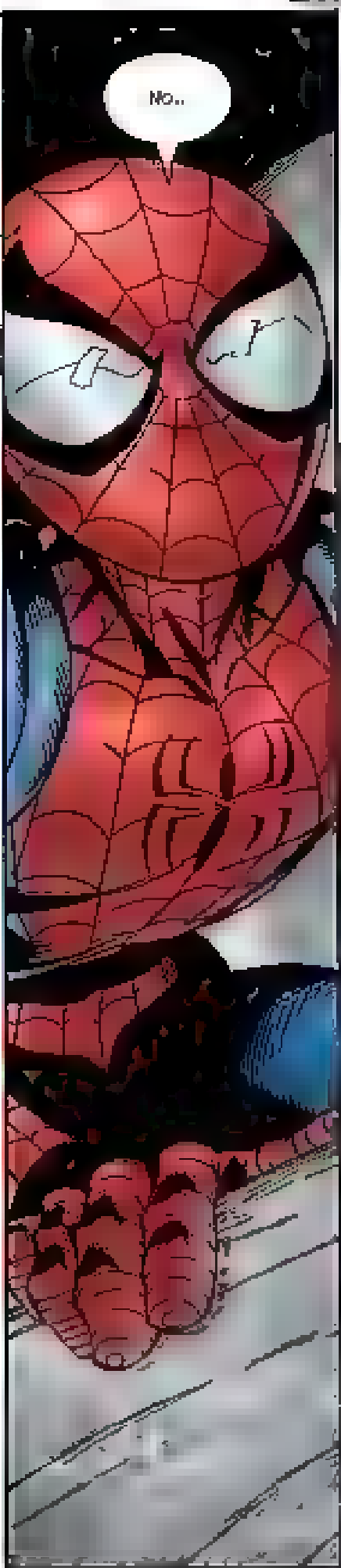
Special thanks to Brian Smith

Editor: Brian Michael Bendis

Art Director: Mark Baglo

Special thanks to Bill James

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.





What
is your
name?

Harry
Osborn.

Who is your
father?

Norman
Osborn.

What does
your father
do for a living,
Harry?

He is a
scientist and
a biochemical
engineer.

Do
you know
what that
means?

Not
really.

But we're
rich.

Does
your father
love you?

I think
so.

He does,
Harry.

He loves
you very
much.

How did
your mother
die, Harry?

In a
fire.

Did
you see it
happen?

Could
you have
saved her,
Harry?



I don't know.

Your mother loved you very much.

Your mother and father both love you.

And with your mother gone, your father loves you twice as much.

And when you wake up, you won't think of your mother or the fire. All you will feel is that fatherly love.

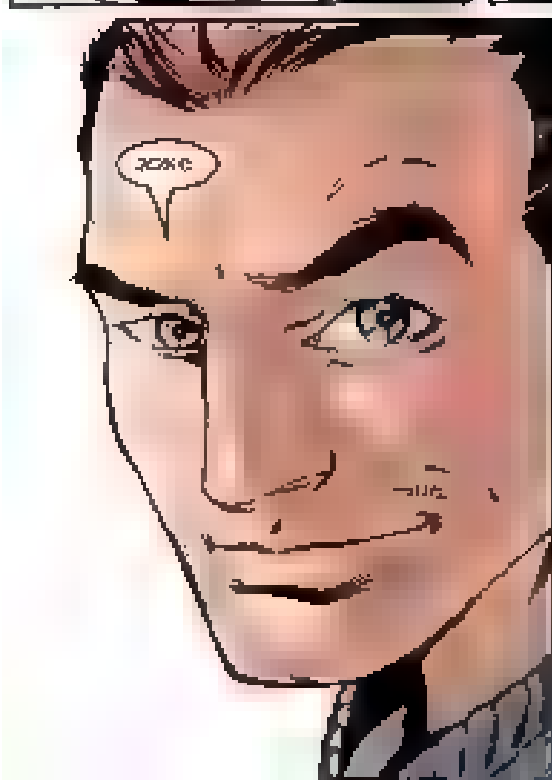
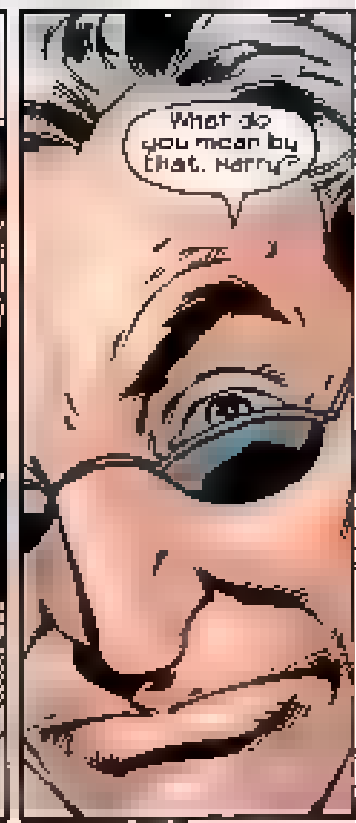
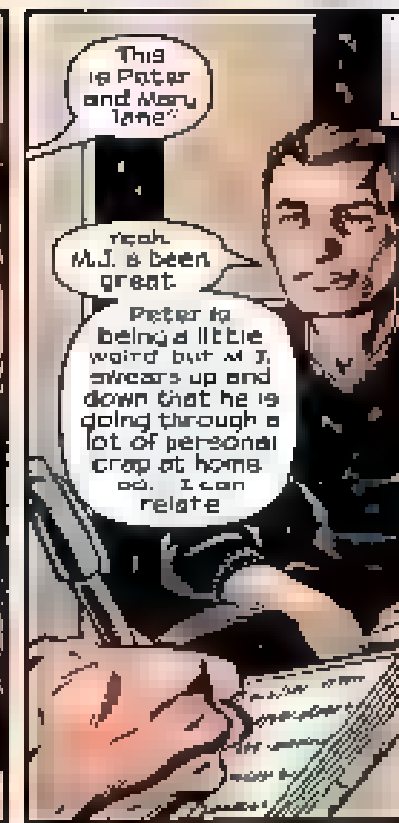
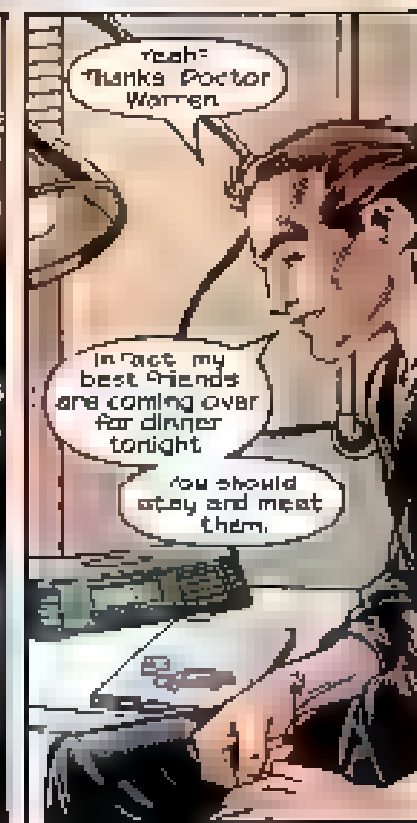
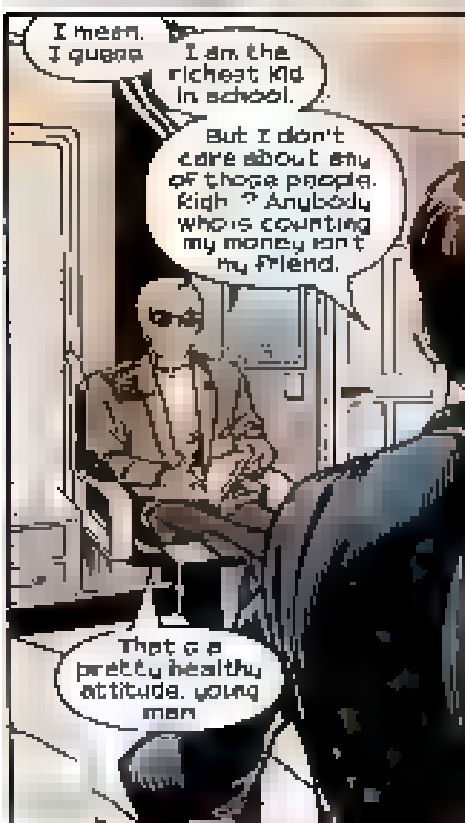
And you will love your father right back.

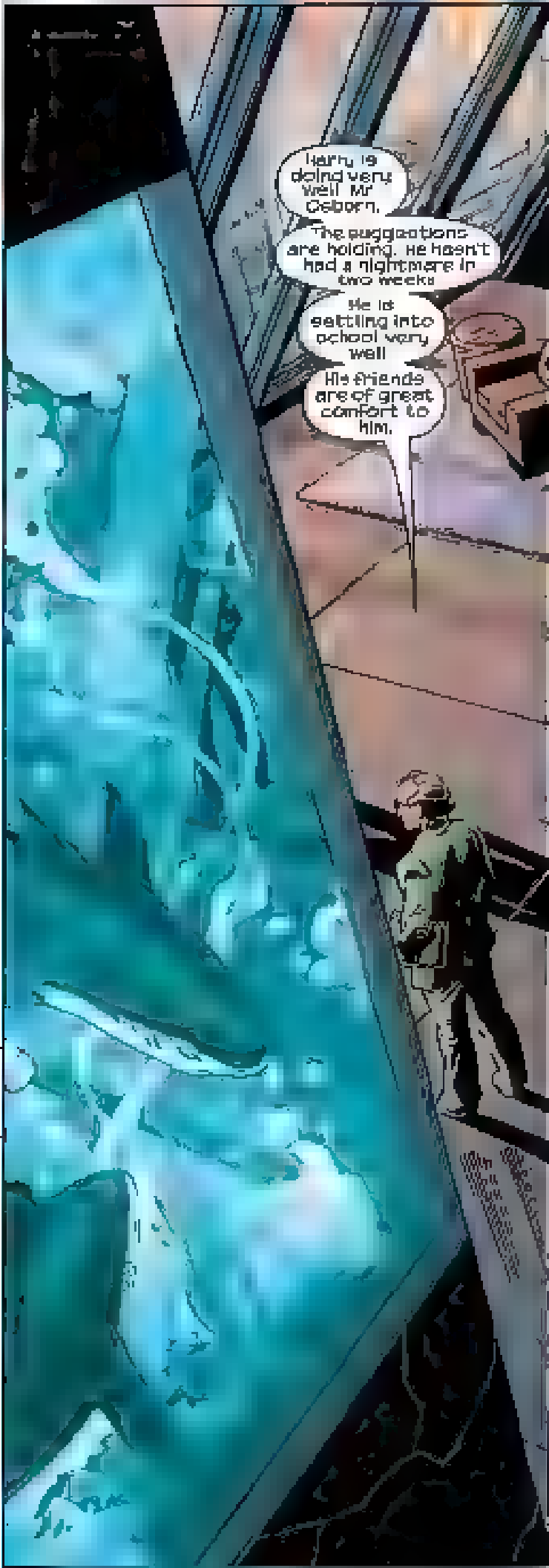
And awake...

Go, Harry. How are the rest of the students treating you now that you are back in school?

Ah... um...

They, you know. Some of them are fine and others are weird.





Harry is doing very well Mr. Osborn.

The suggestions are holding. He hasn't had a nightmare in two weeks.

He is settling into school very well.

His friends are of great comfort to him.

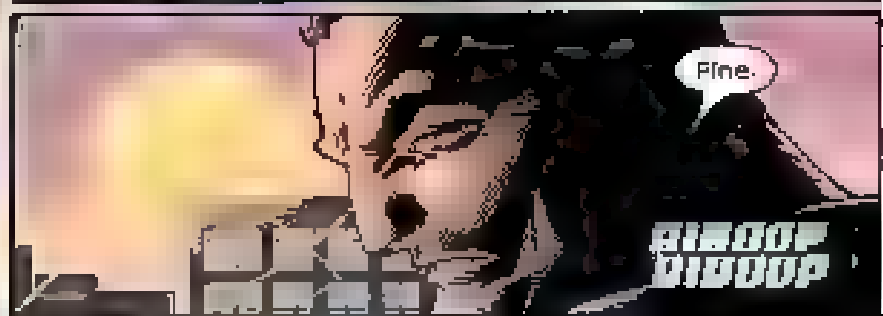


And the program works?

They're still there, but...

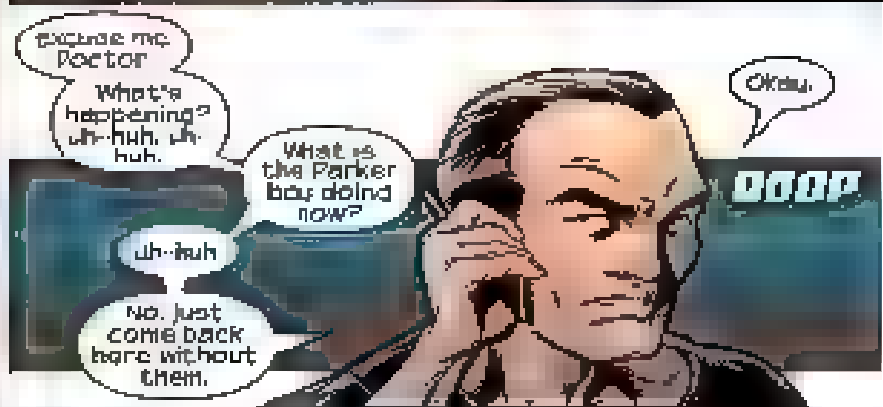
Did you test them?

No. I wanted to discuss.



Fine.

BIDOO BIDOO



Excuse me, Doctor.

What's happening? Uh-huh, uh-huh.

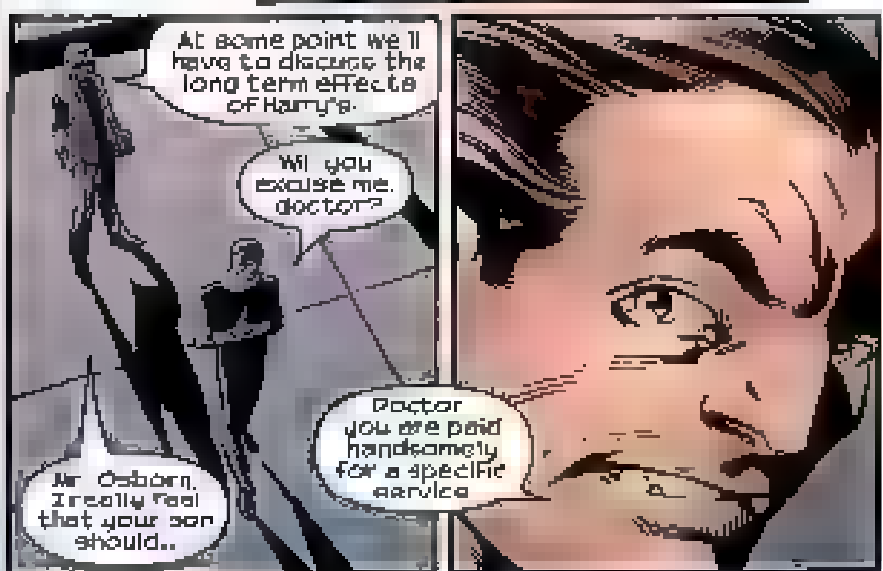
What is the Parker boy doing now?

Uh-huh.

No, just come back here without them.

Ok, uh.

DOOP

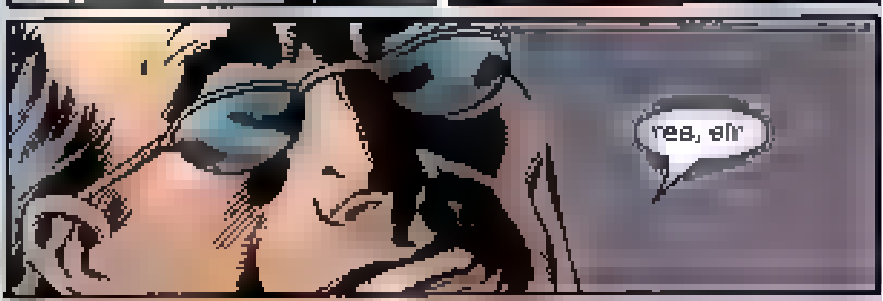


At some point we'll have to discuss the long term effects of Harry's.

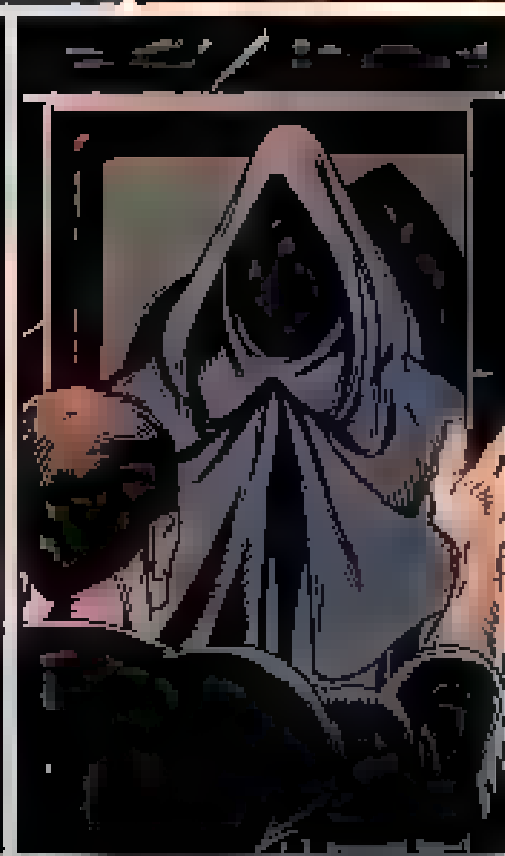
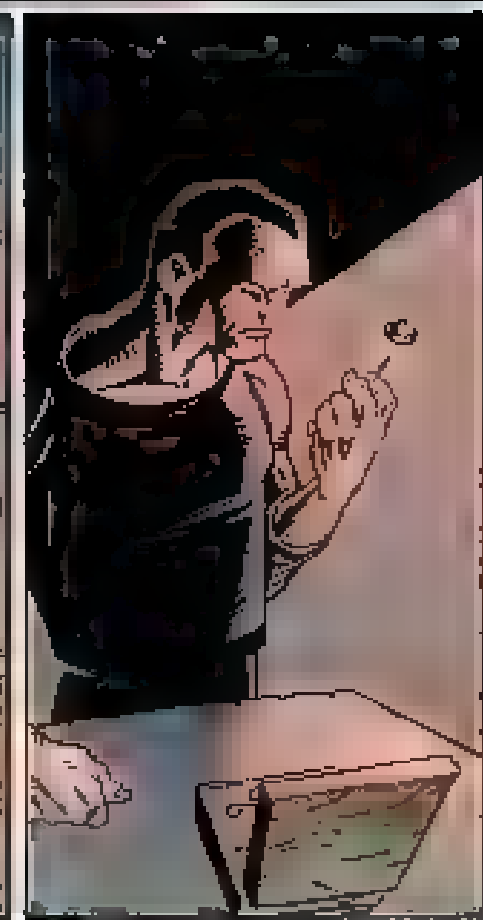
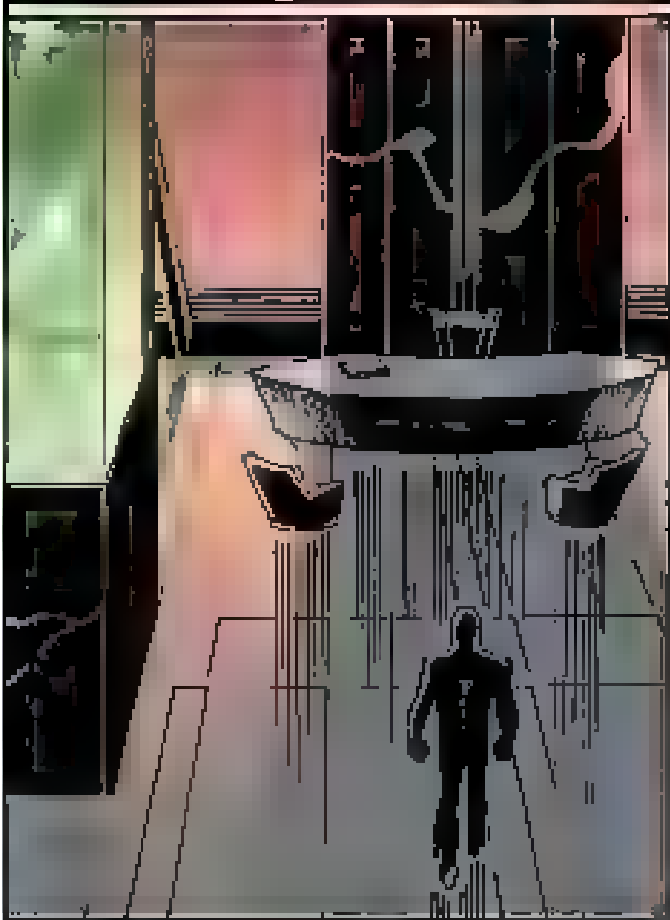
Will you excuse me, doctor?

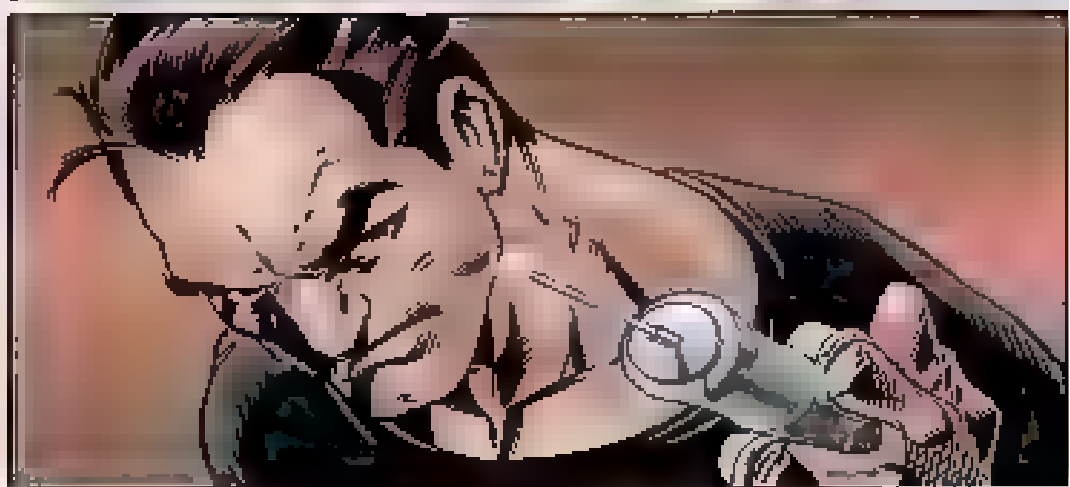
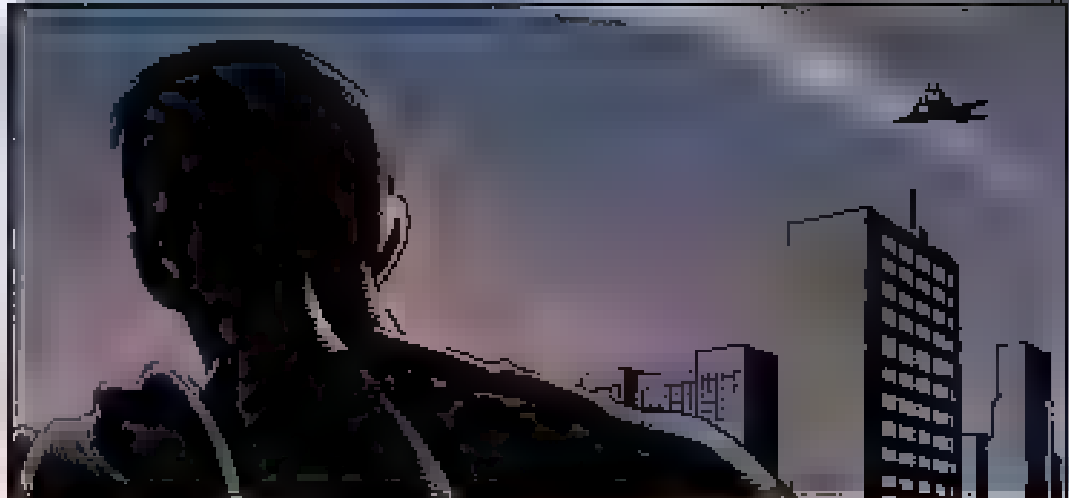
Doctor, you are paid handsomely for a specific service.

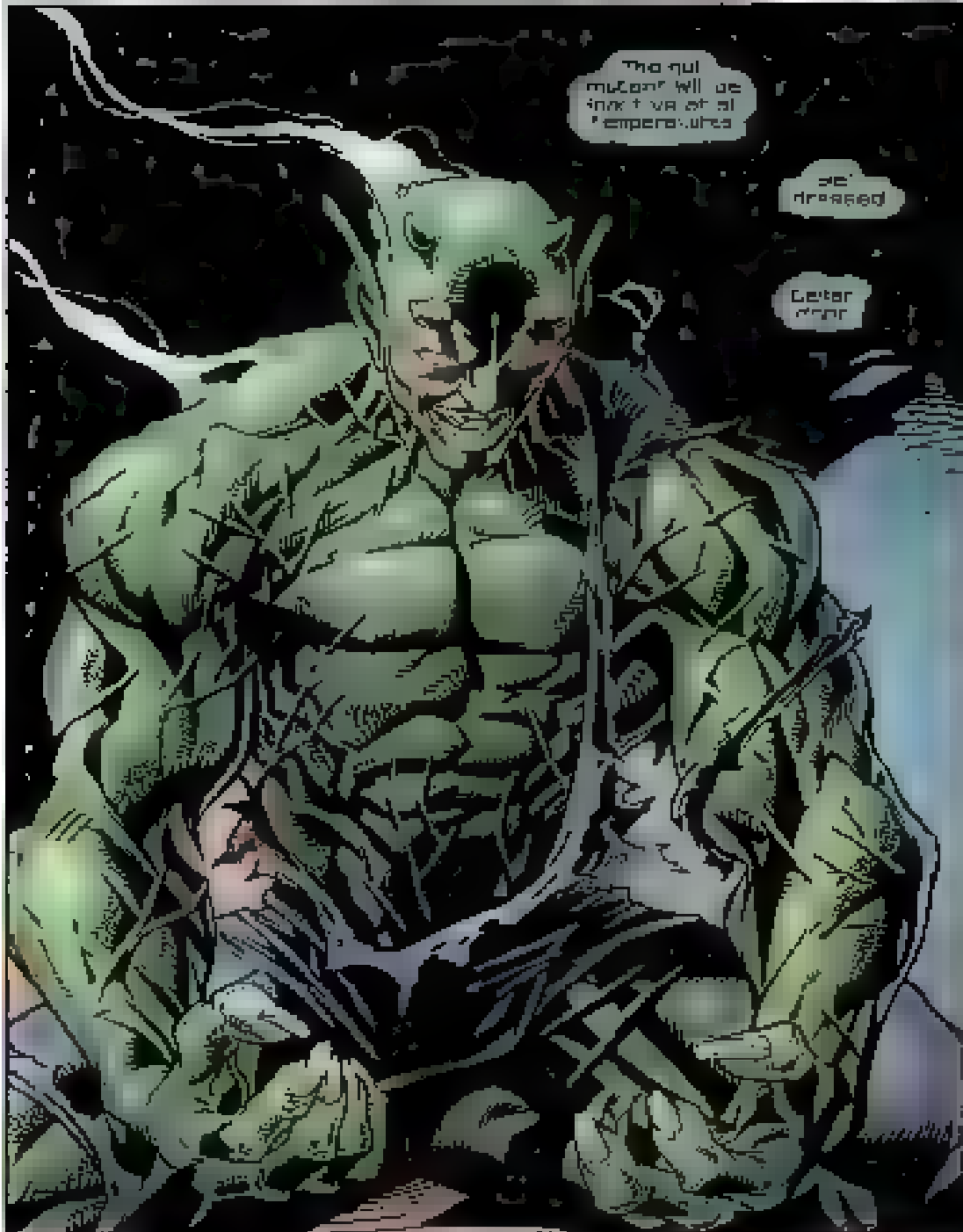
Mr. Osborn, I really feel that your son should...



Yes, sir.







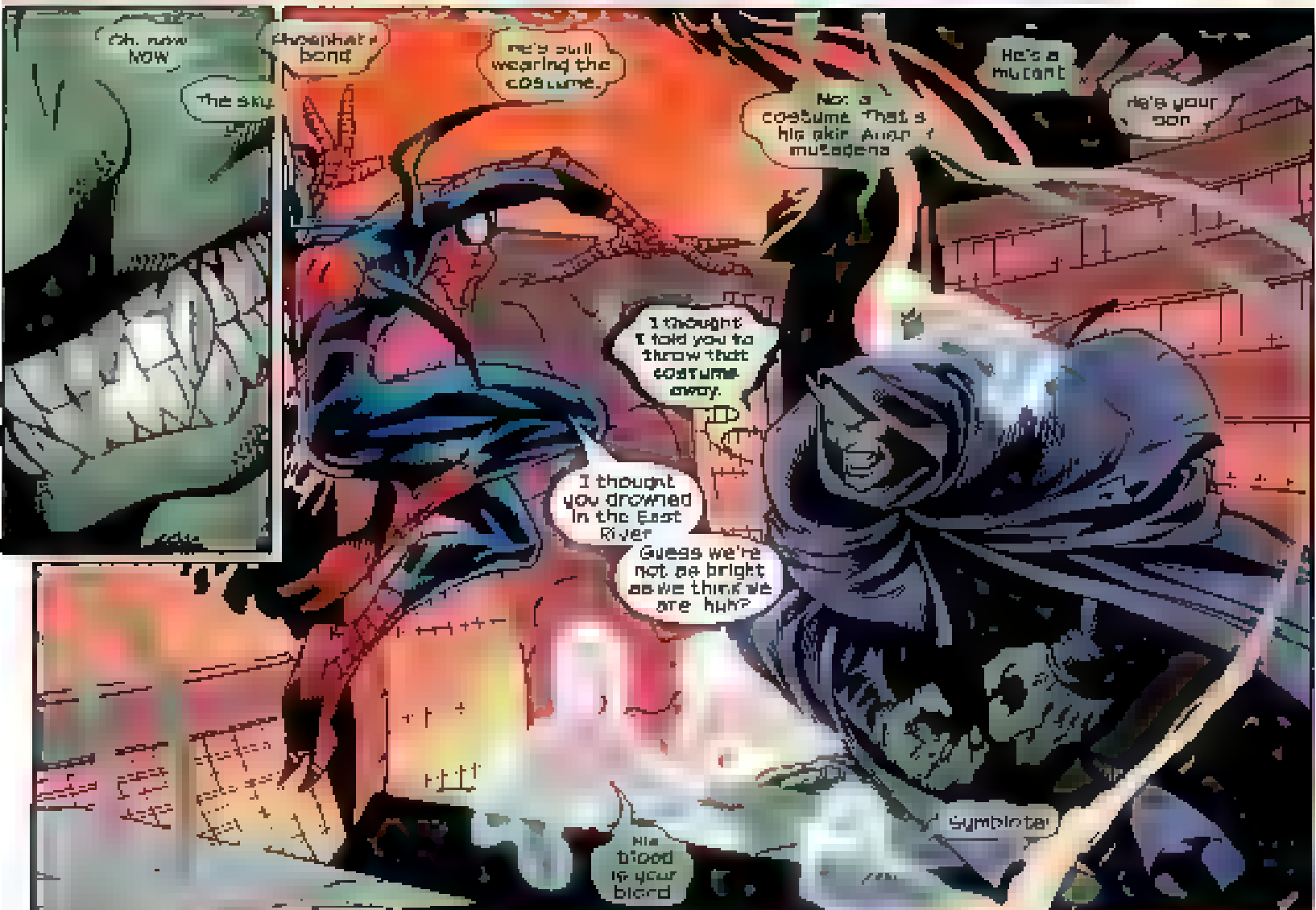


Arachnid
GPe

Mutator
phenotype
indicates that
the desired
mutant strains

Dark
eyes

Lesions in
one or more of
the DNA repair
genes.



Oh, now
now

The sky

Chosen
bond

He's still
wearing the
costume.

No, a
costume that's
his skin. And
mutagens

He's a
mutant

He's your
son

I thought
I told you to
throw that
costume
away.

I thought
you drowned
in the East
River

Guess we're
not as bright
as we think we
are huh?

His
blood is your
blood

Symptoms

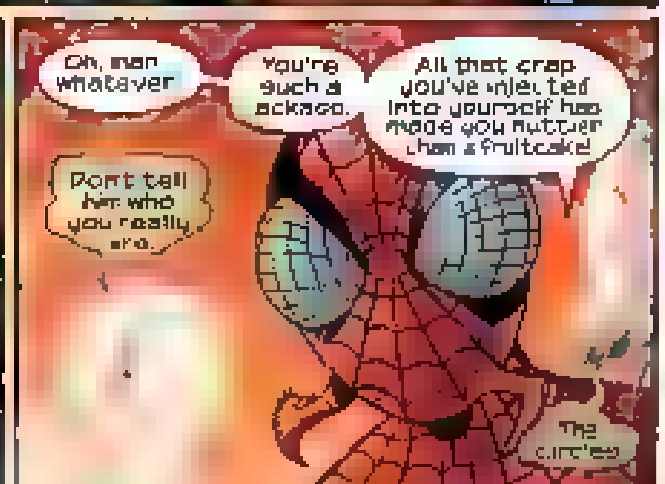
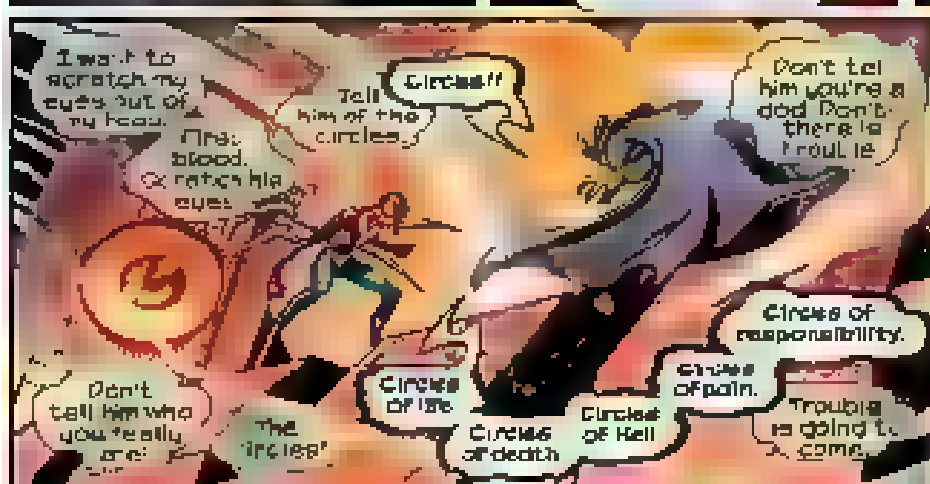
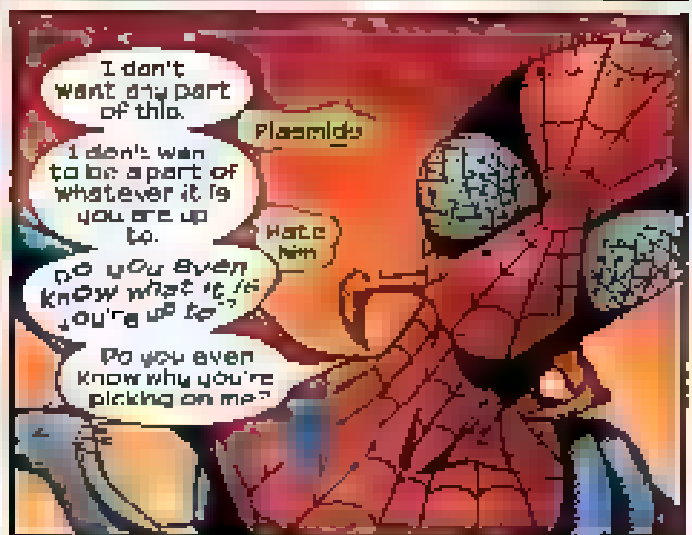
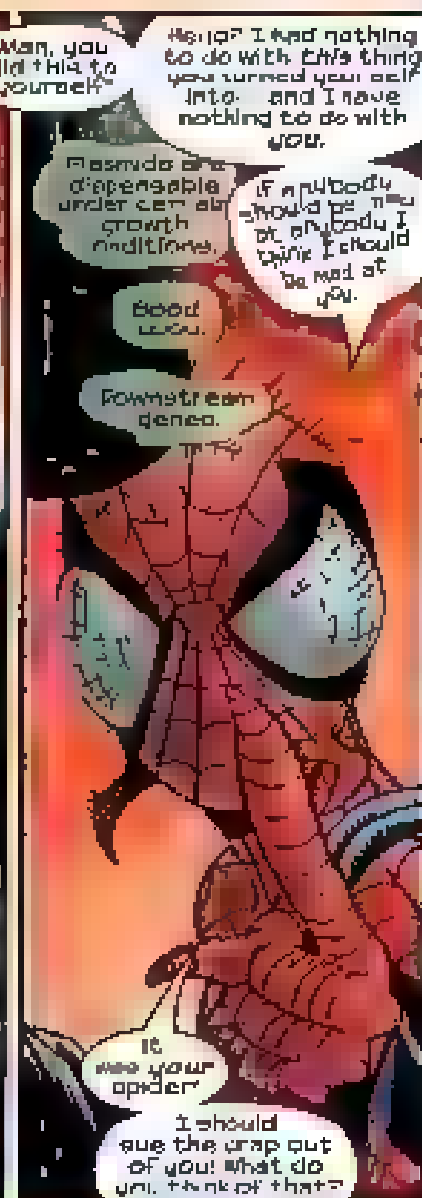
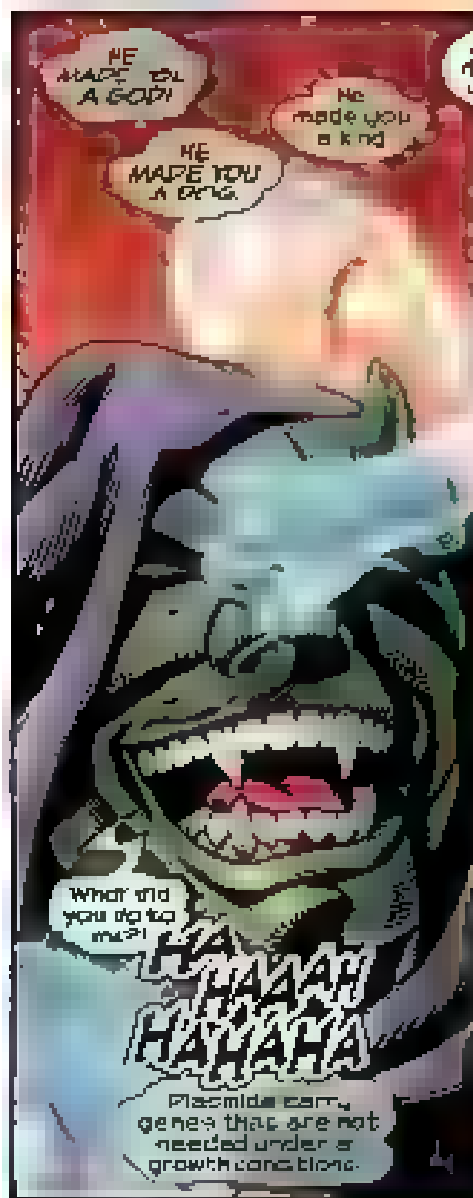


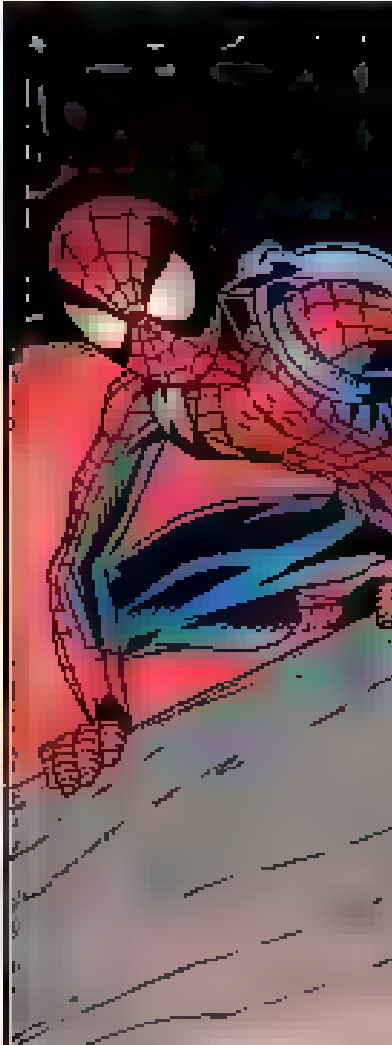
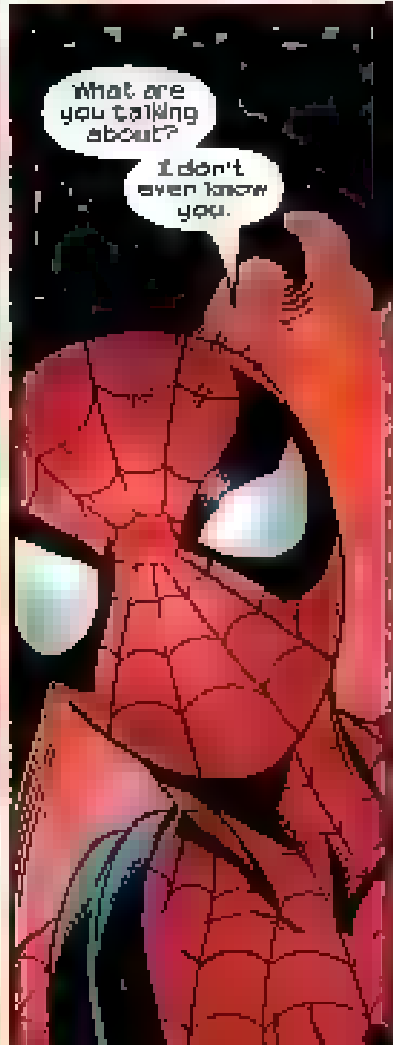
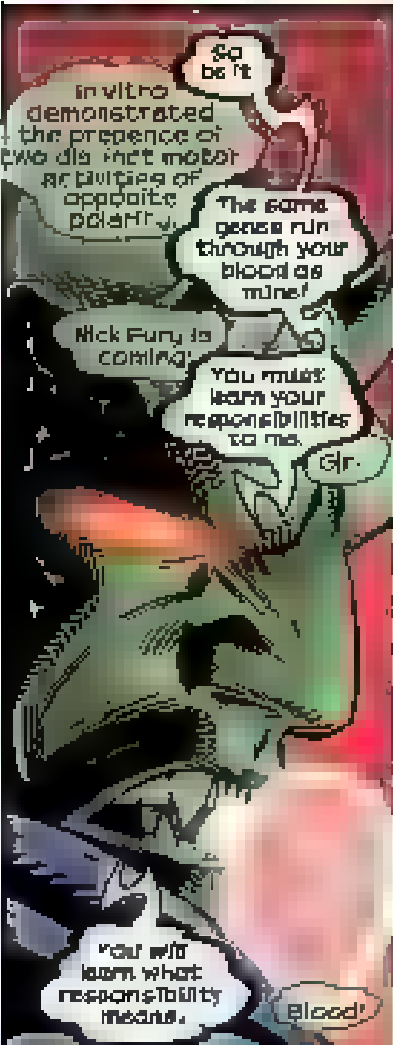
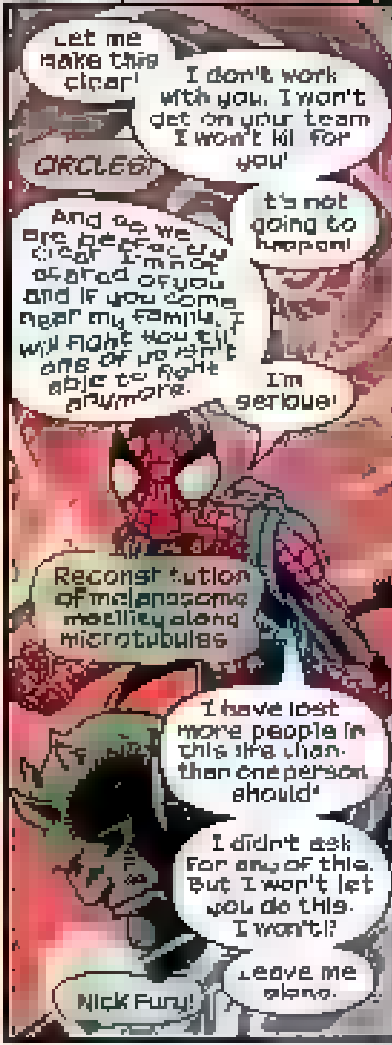
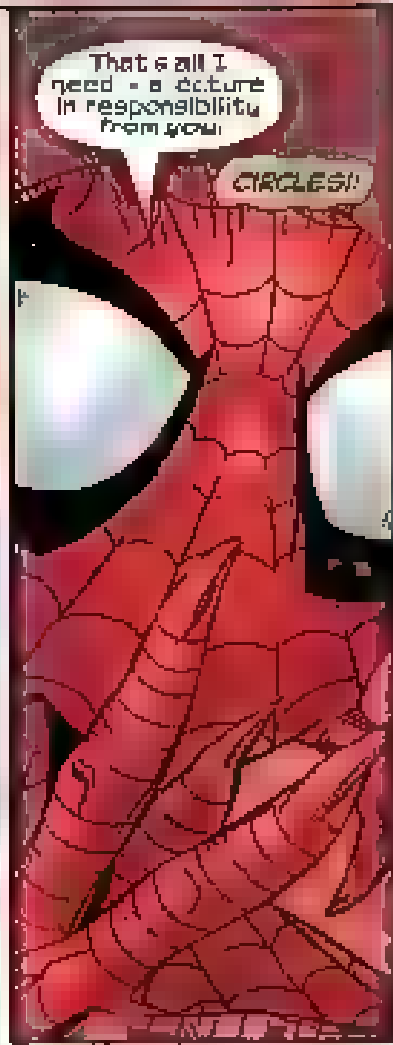
So I take
it you're going
to choose the
rock most
bloody

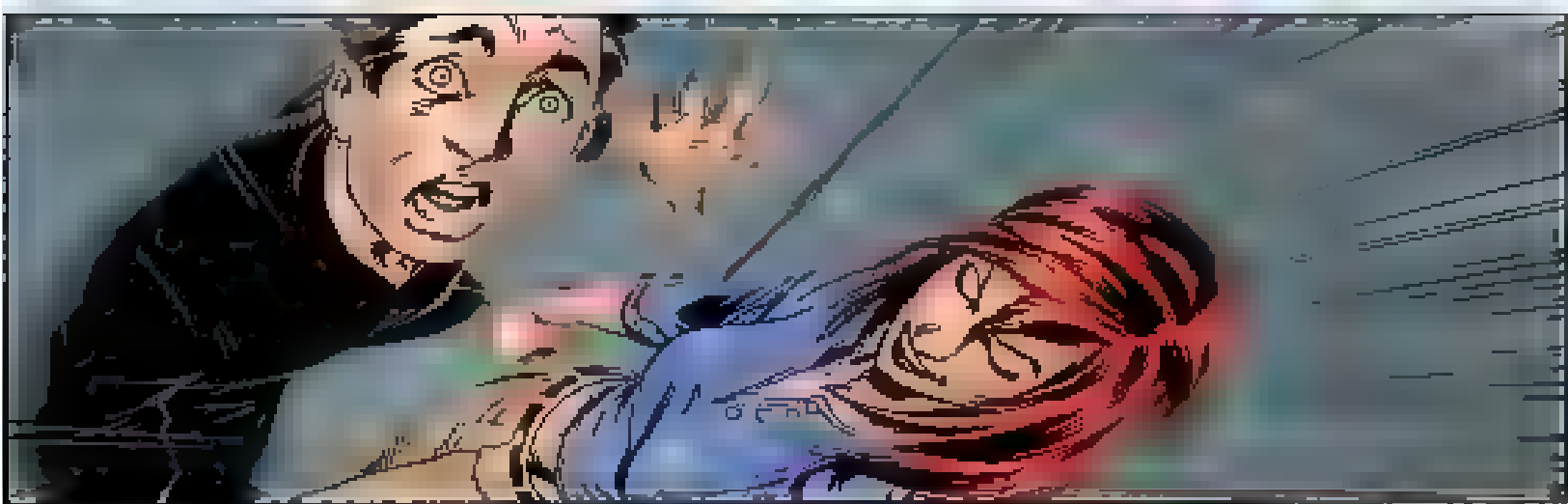
First
blood!

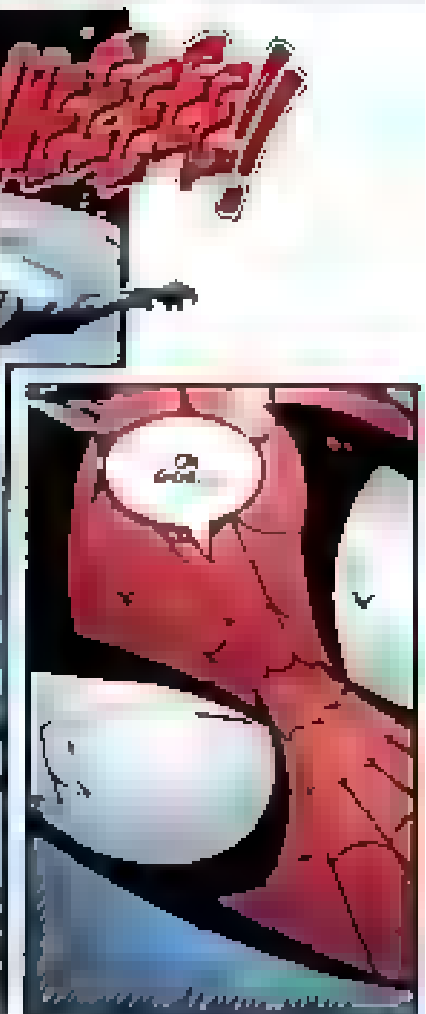
Condemn

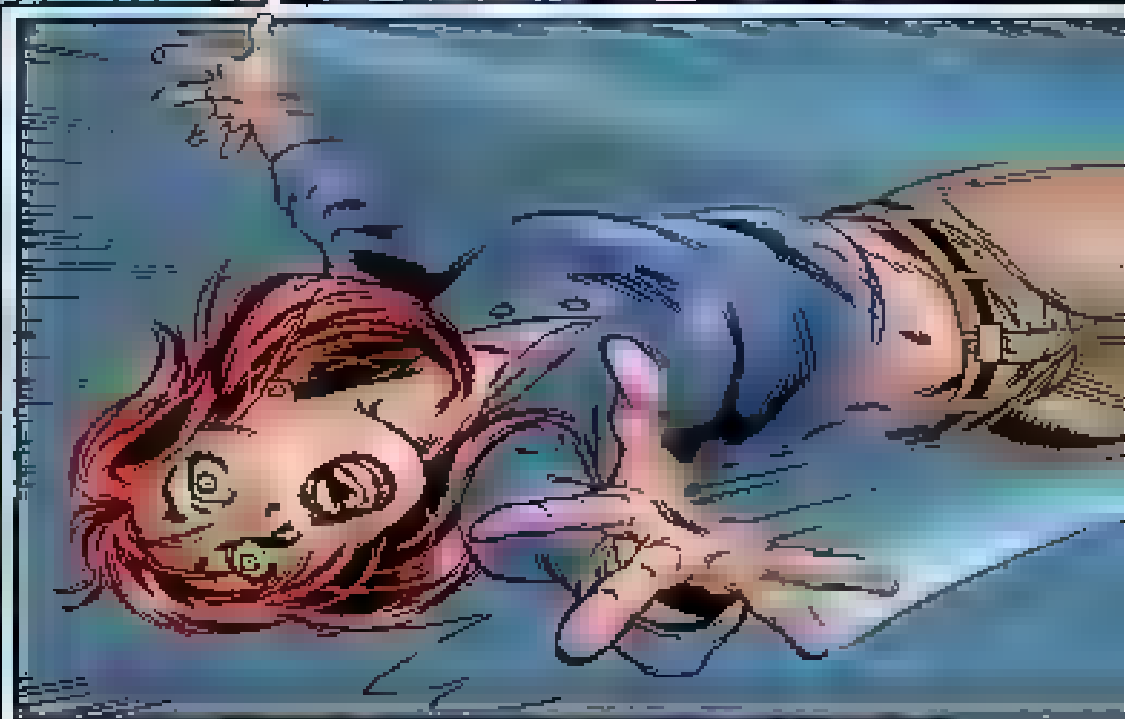
Fortune
300!

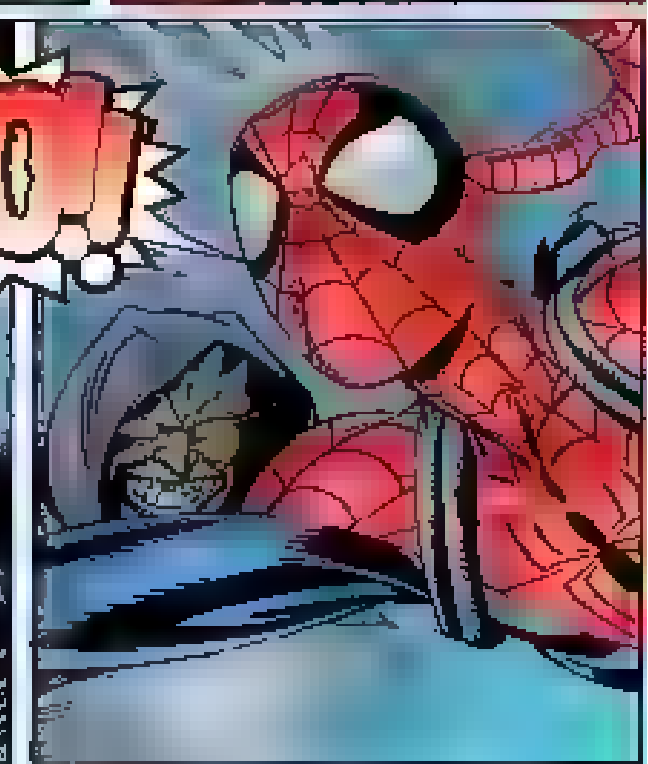
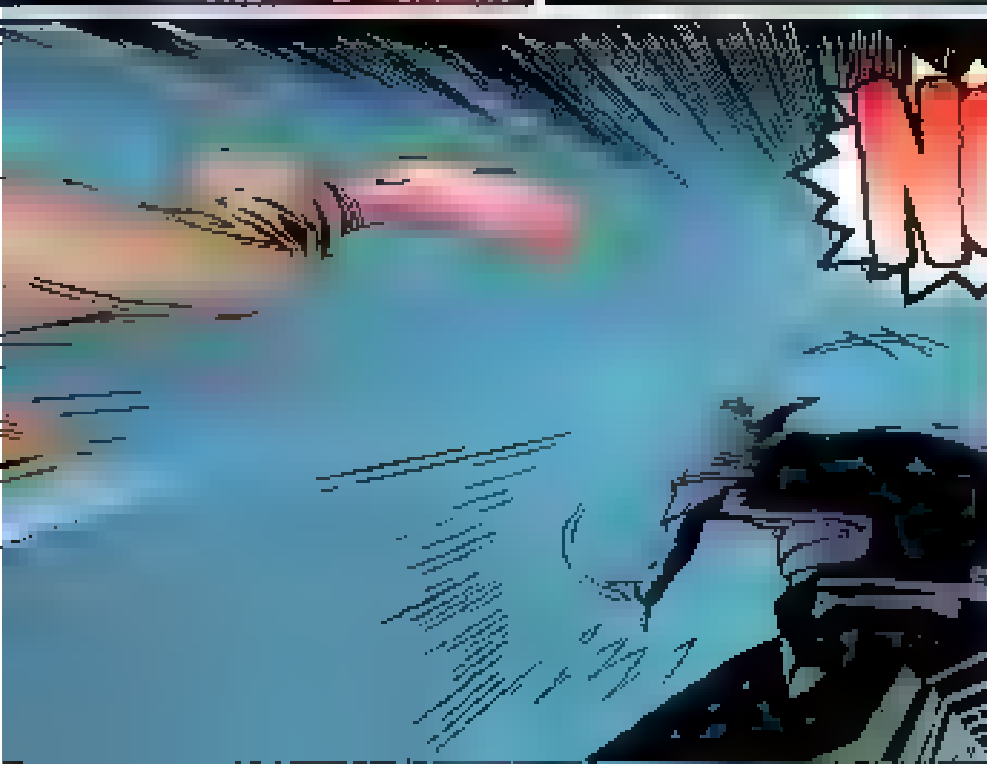
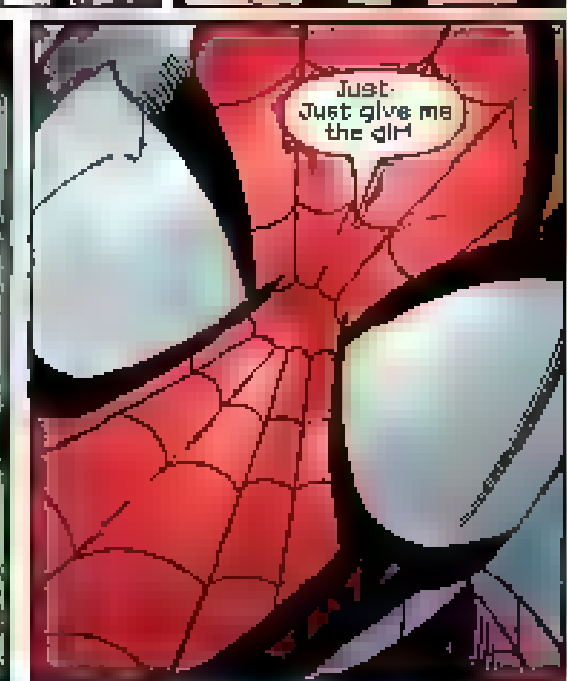
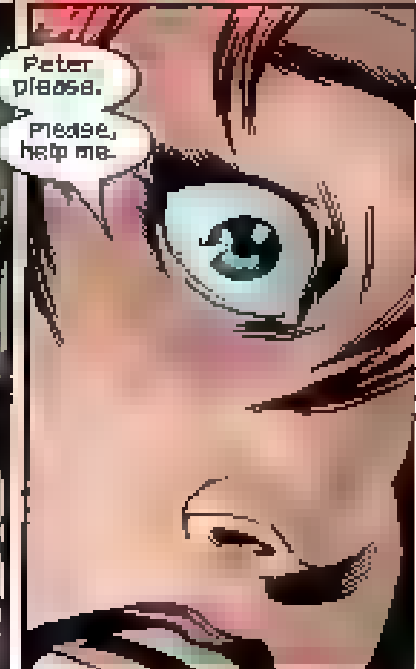
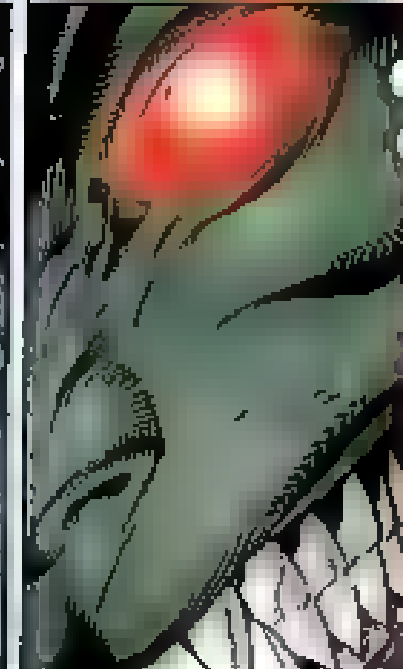
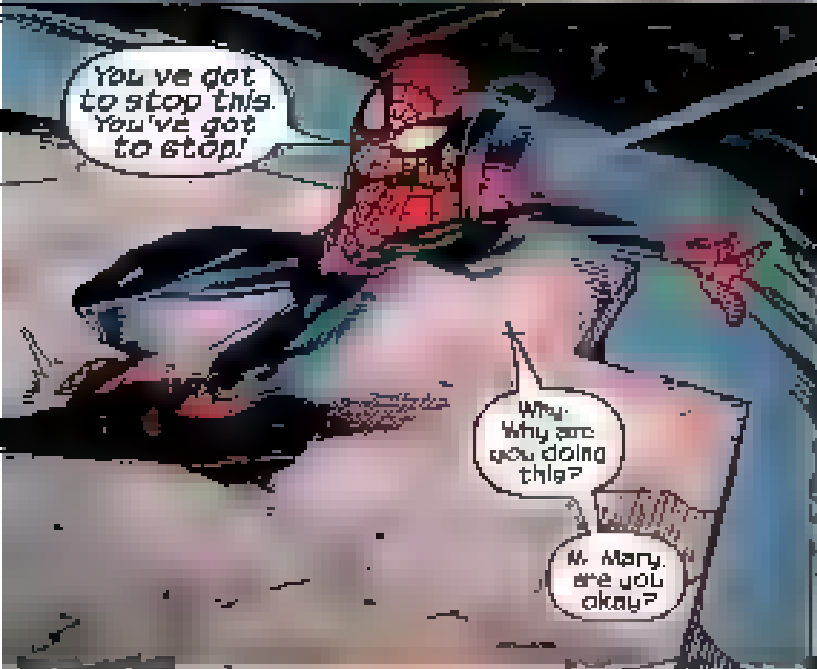


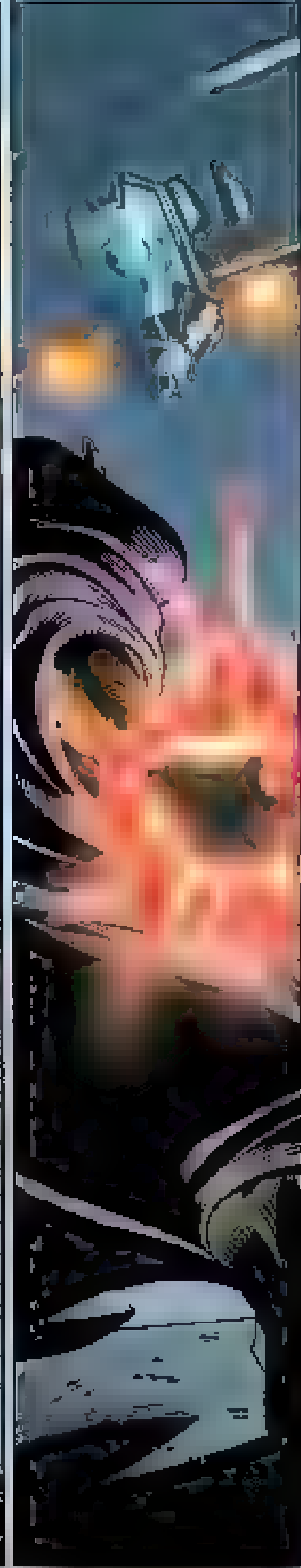
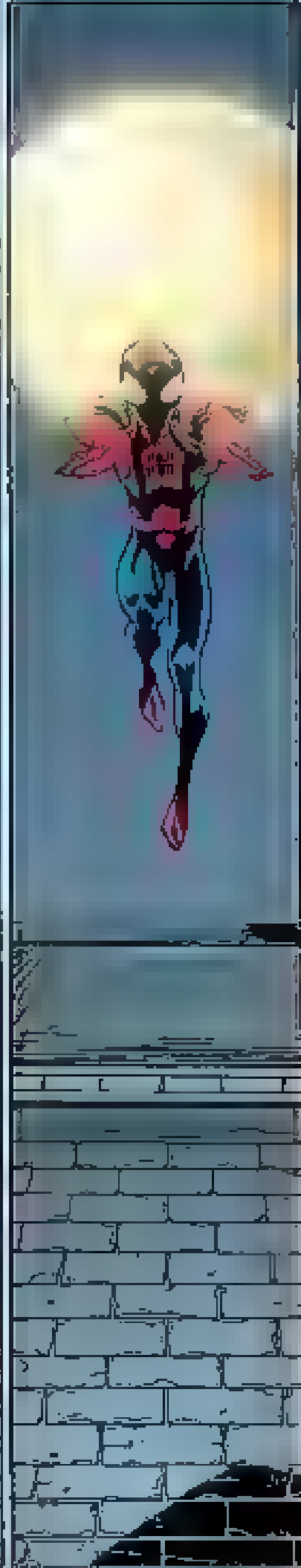
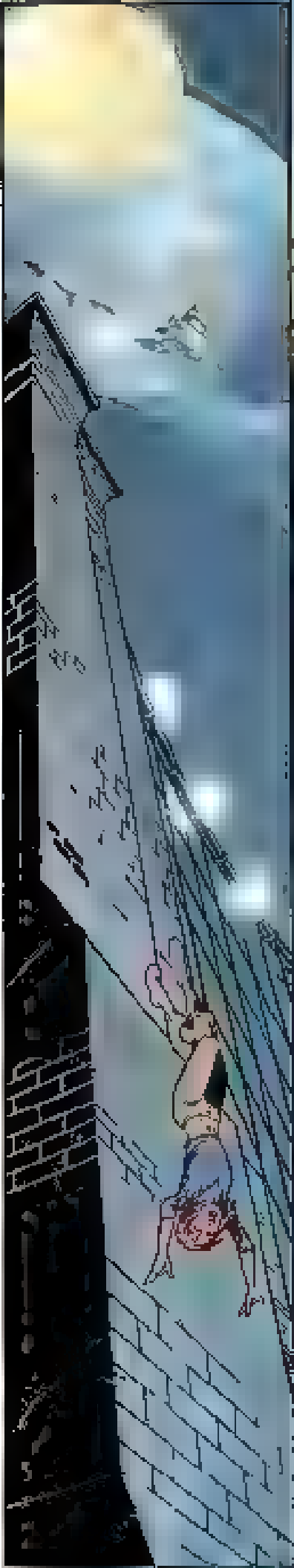


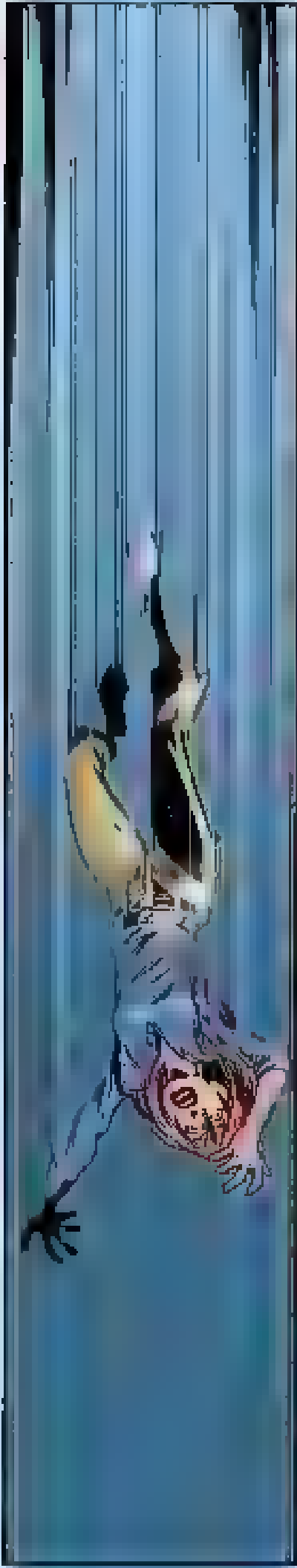
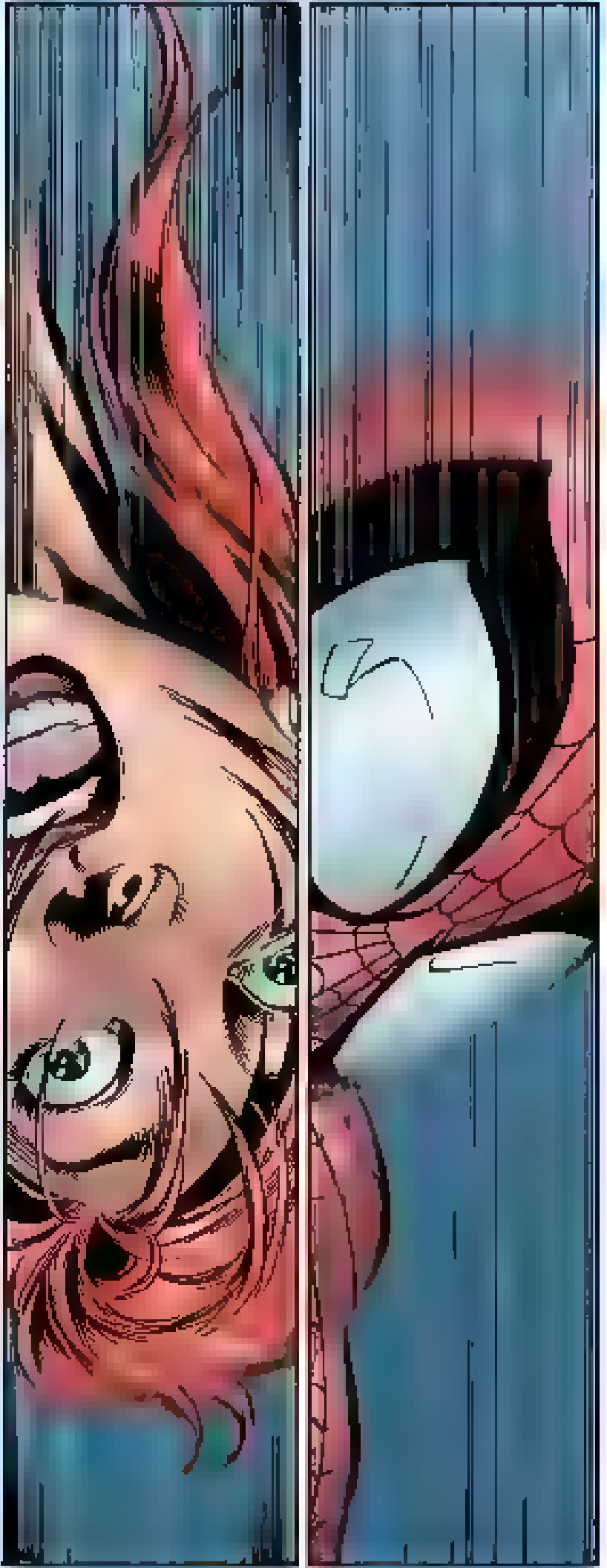


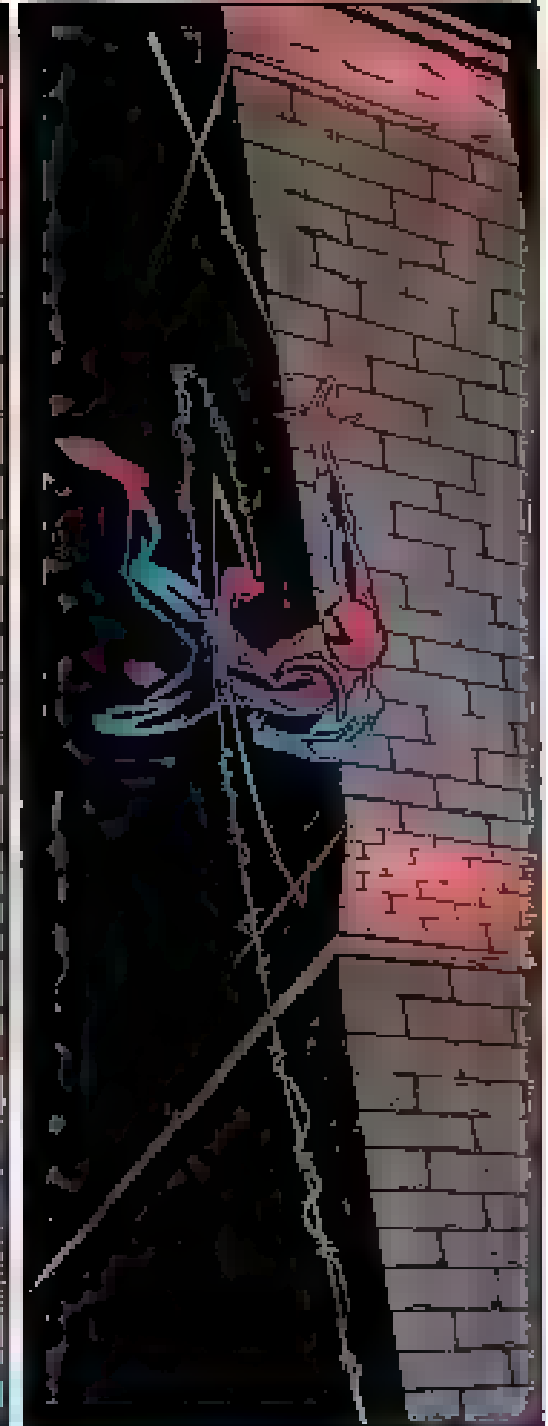


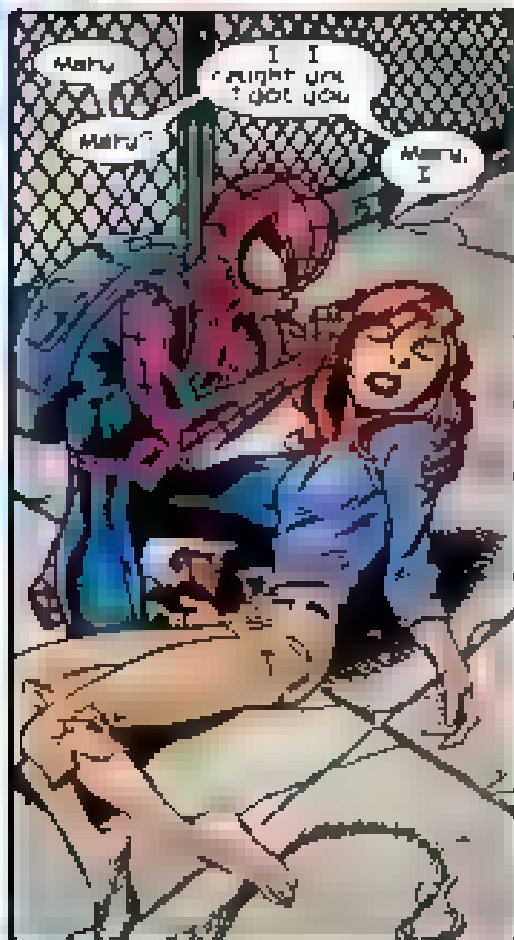














To be continued



ULTIMATE

ISSUE

26

SPIDER-MAN

STORIES

BENDE
TAGLEY
CHERRY

MARVEL



Peter Parker



Aunt May



Mary Jane Watson



Harry Osborn



Norman Osborn



Gwen Stacy



Flash Thompson

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all—Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full High School curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secret—the beautiful Mary Jane Watson, and seeing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Rick Fury, commander of a covert government agency known as S.H.I.E.L.D., approaches Peter at school and tells him the real story of Norman Osborn and Dr. Doom. Norman's drug was a failed super soldier serum that Fury rejected and Norman has turned himself insane with repeated use of it. Fury believes he is going to blackmail Peter into killing him.

Though Peter wants nothing to do with it, Fury is proven right. The Green Goblin kidnaps MJ Watson and brings her to the site of their very first battle, the Queensboro Bridge in a twisted attempt to gain Peter's allegiance. Spider-Man confronts The Green Goblin only to have him throw a helpless MJ right off the bridge.

Spring leaps after her, catching her limp body and landing on the bridge walkway, MJ doesn't wake up.

C

I

R

C

L

E

S



ULTIMATE SPIDER-MAN

By Brian Michael Bendis

Mark Bagley

Art: Thibart

Traverseberg Digital

Chris Eliopoulos

C.B. Ceballos

Brian Smith

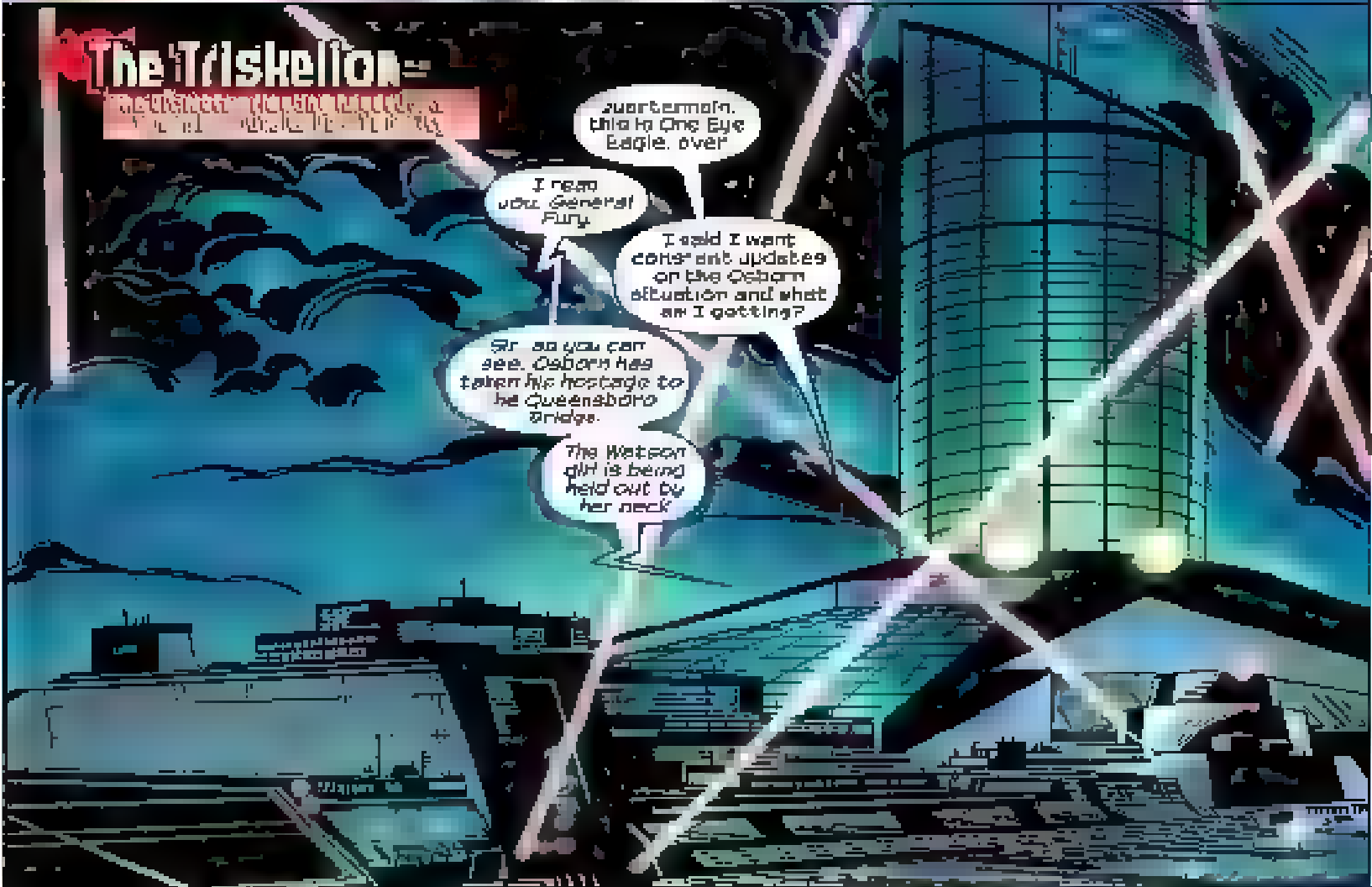
DAVID MICHELIO

Jon Runyan

Bill James

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and their distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

The Triskelion



quartemain, this is One Eye Eagle, over

I mean you, General Fury.

I said I want consistent updates on the Osborn situation and what am I getting?

Sir, as you can see, Osborn has taken his hostage to the Queensboro Bridge.

The Watson girl is being held out by her neck.



Is she still alive?

I think yes.

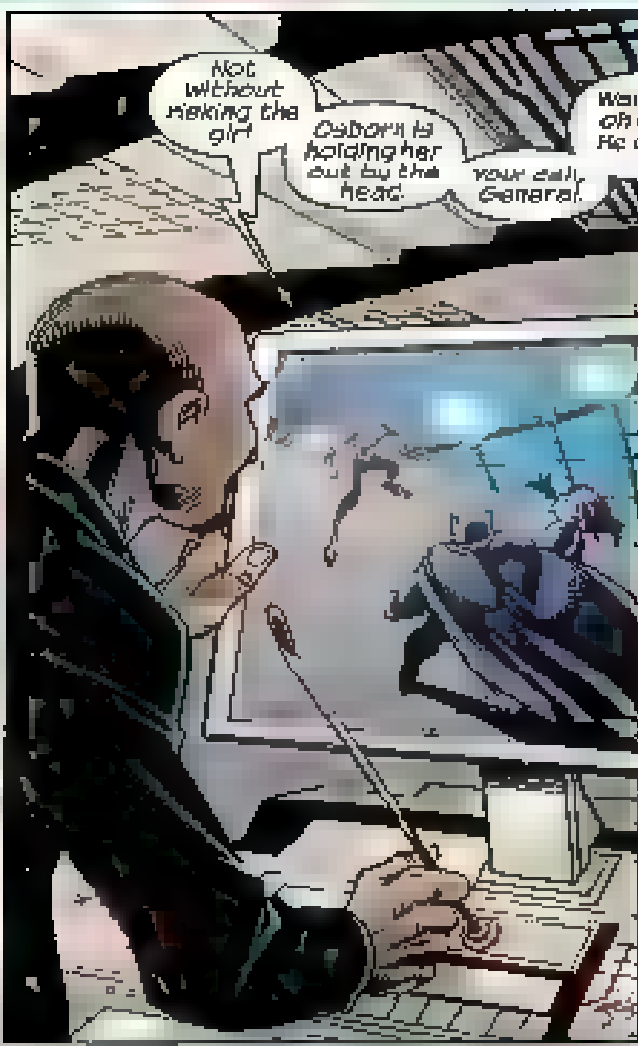
What's the Spider-Man kid doing?

He, it looks like he is meddling with Osborn.

As you can see, sir, he.

Awah! I can't see her!

Can you take the shot?



Not without risking the girl.

Osborn is holding her out by the head.

Your call, General.

Wait - oh - oh my God! He dropped her!

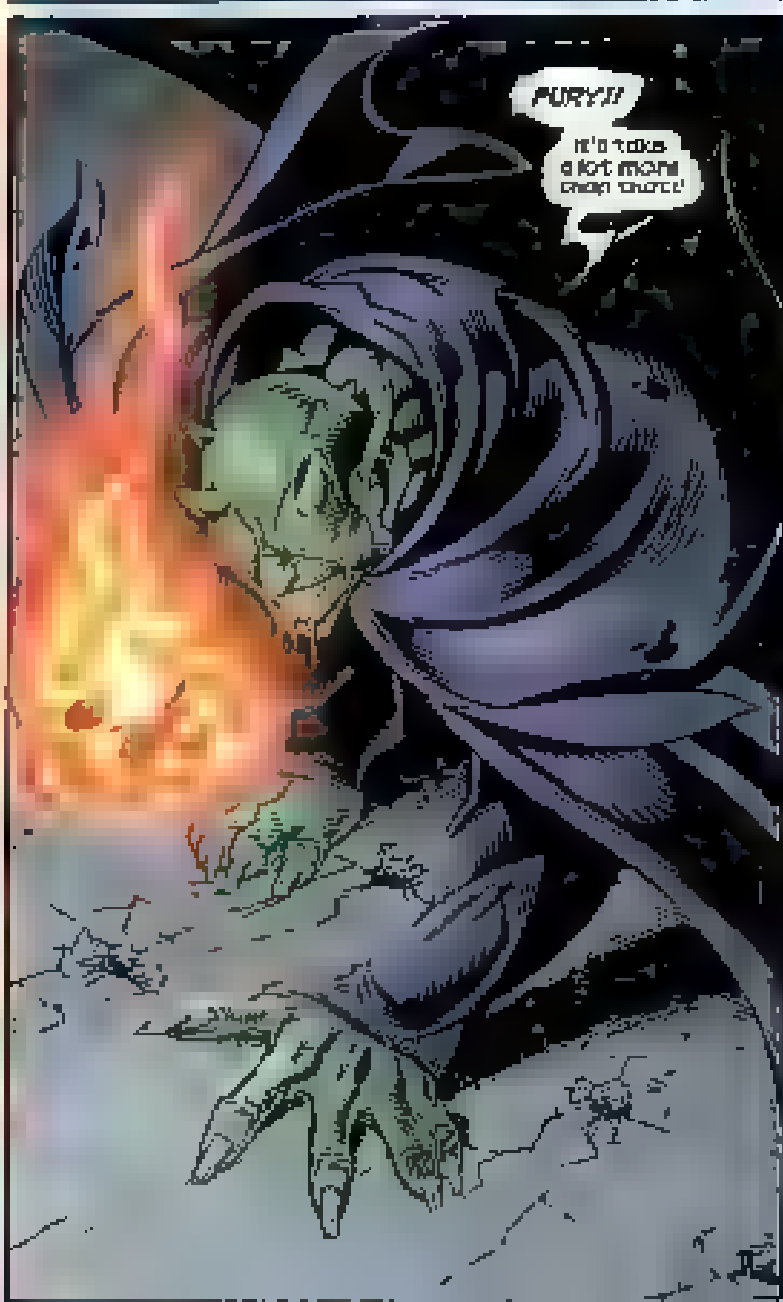
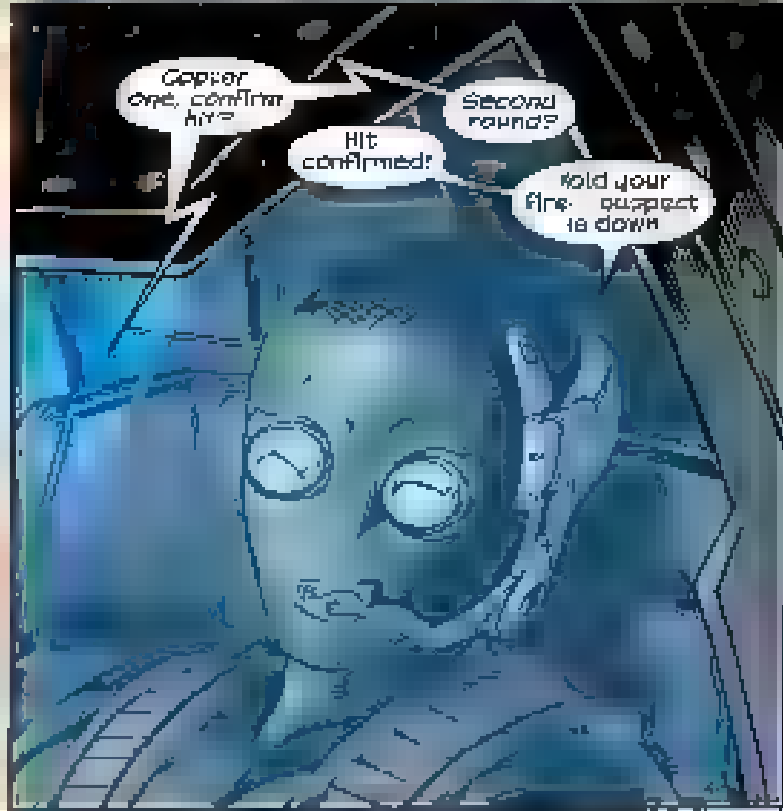
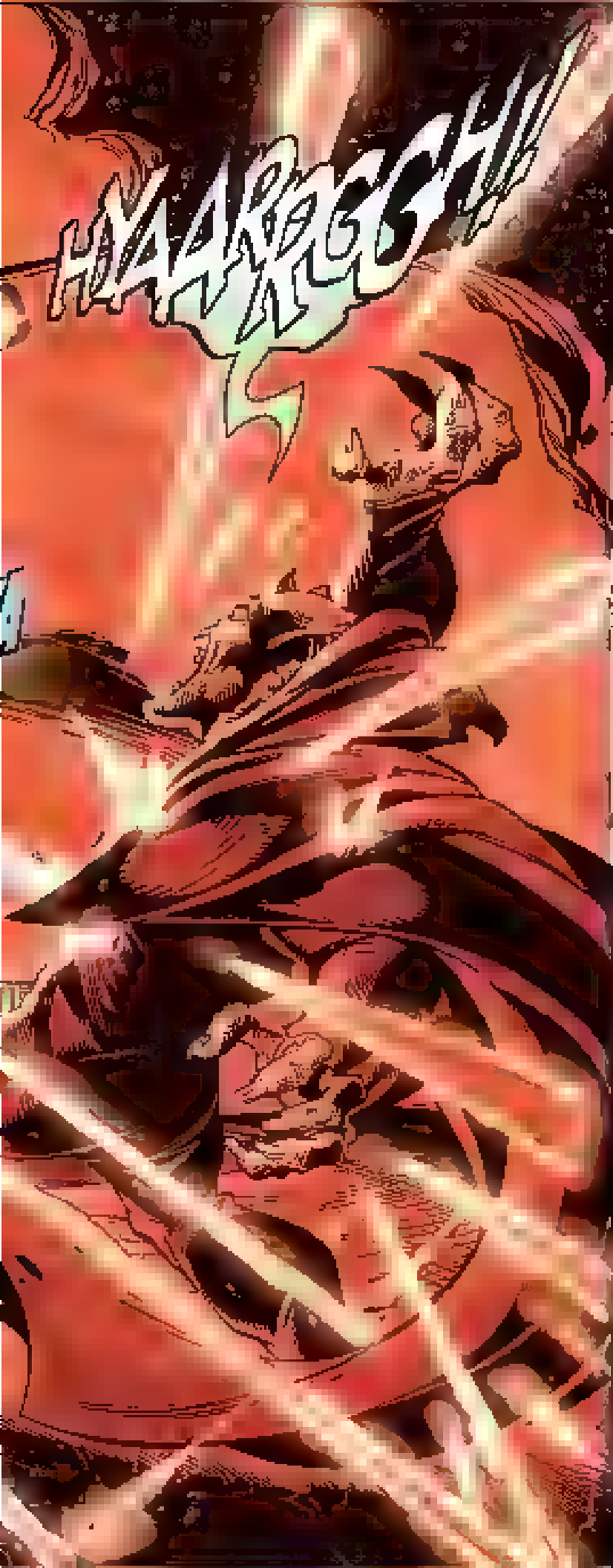


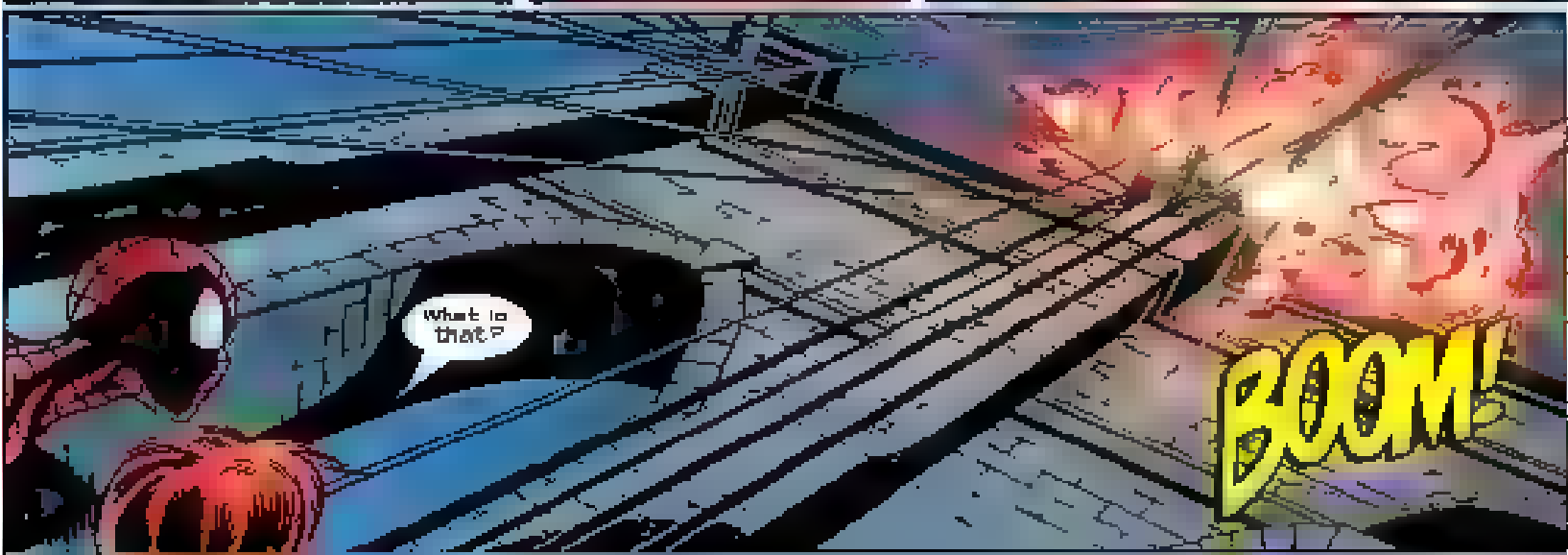
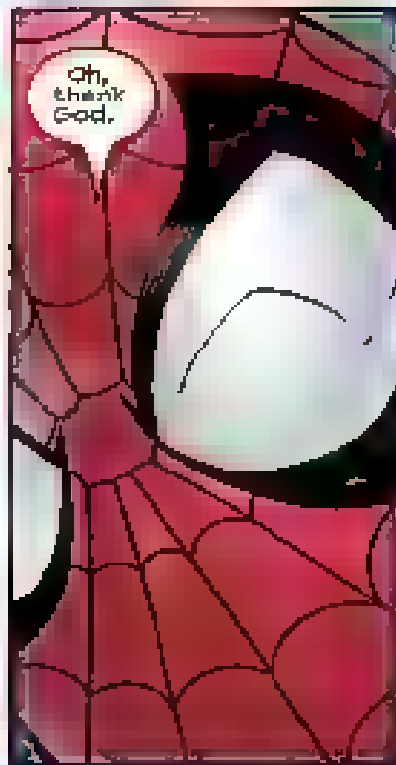
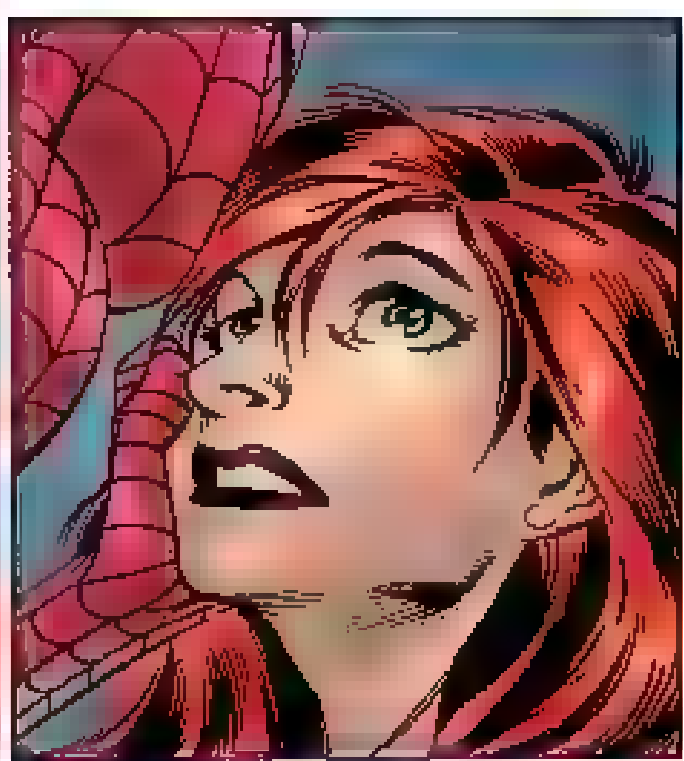
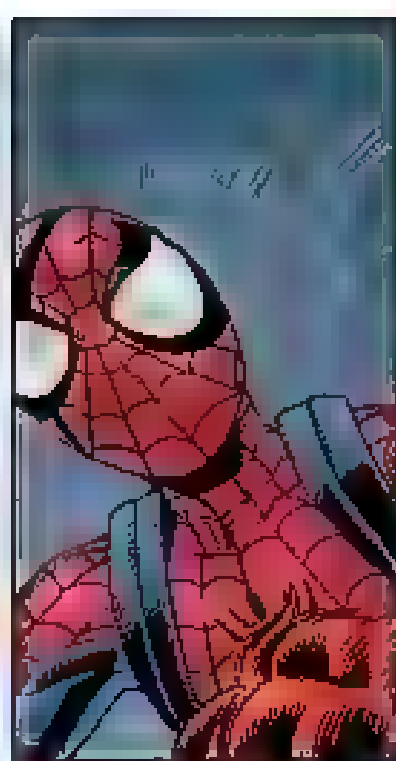
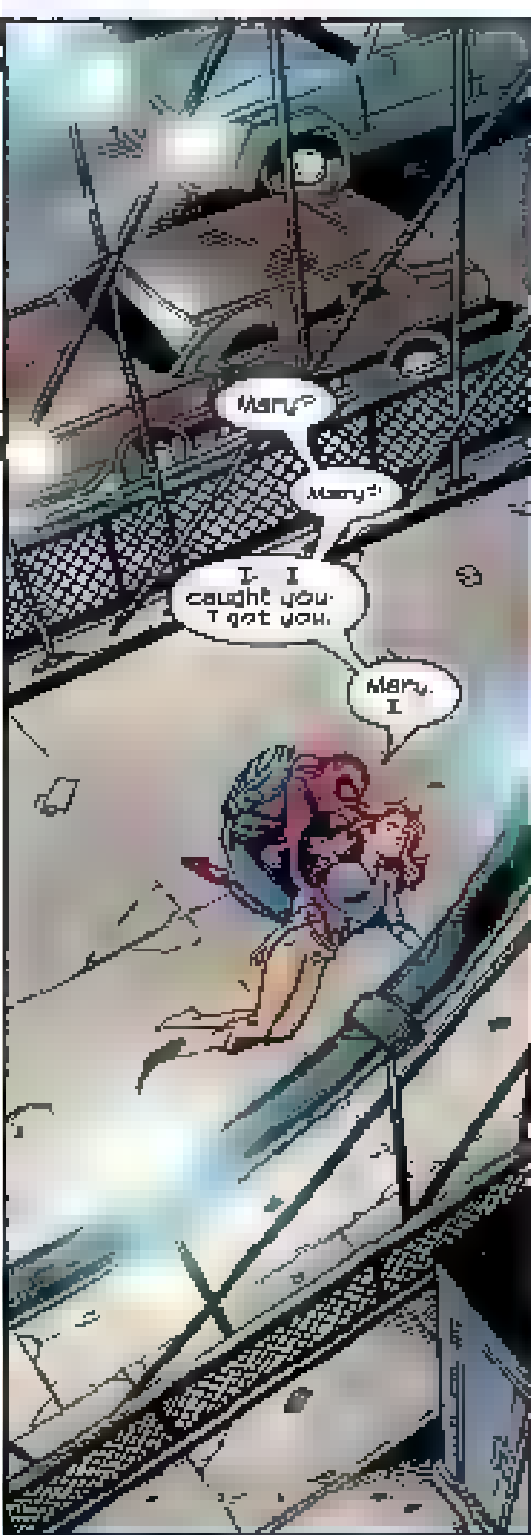
The acorn dropped her off the bridge and Spider-Man is diving after her.

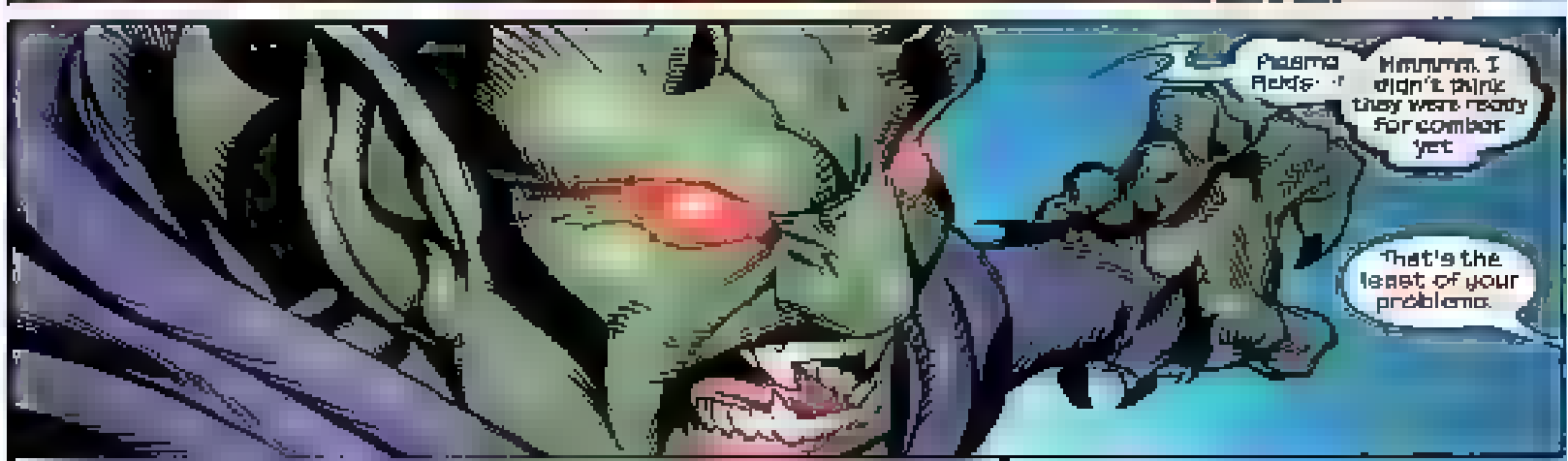
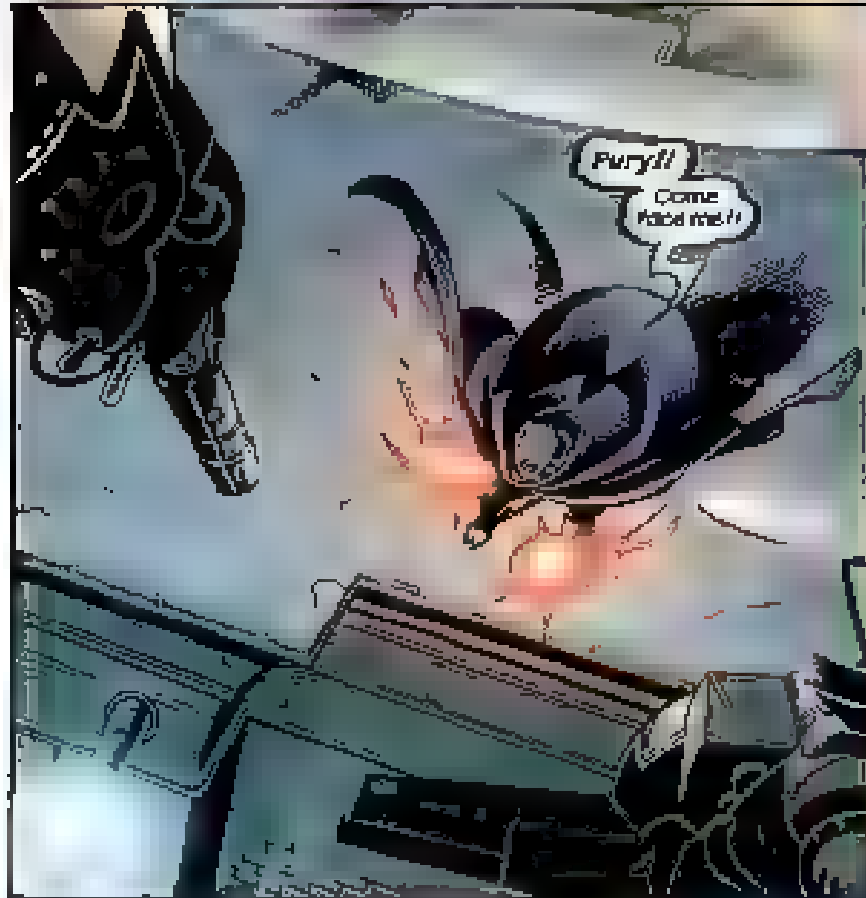
Take the shot!

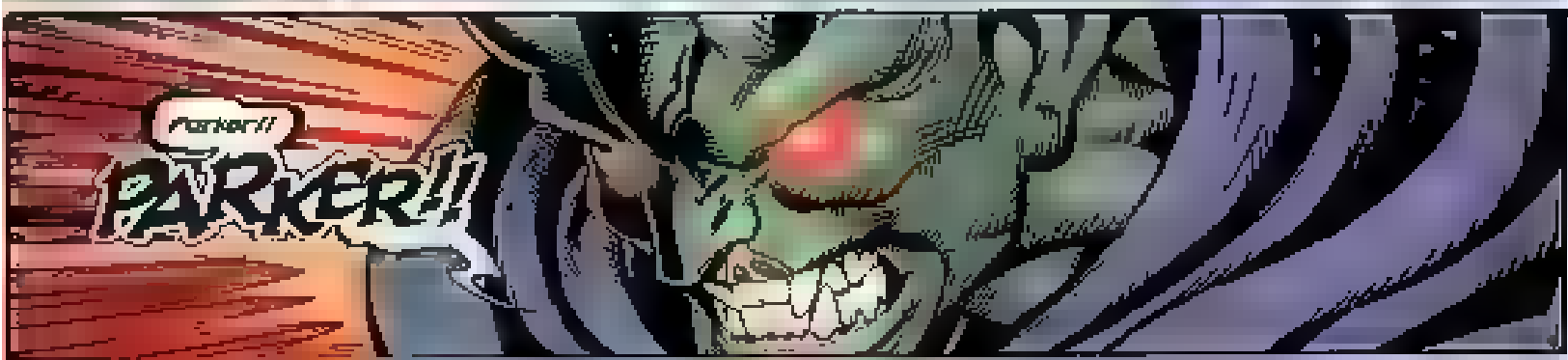
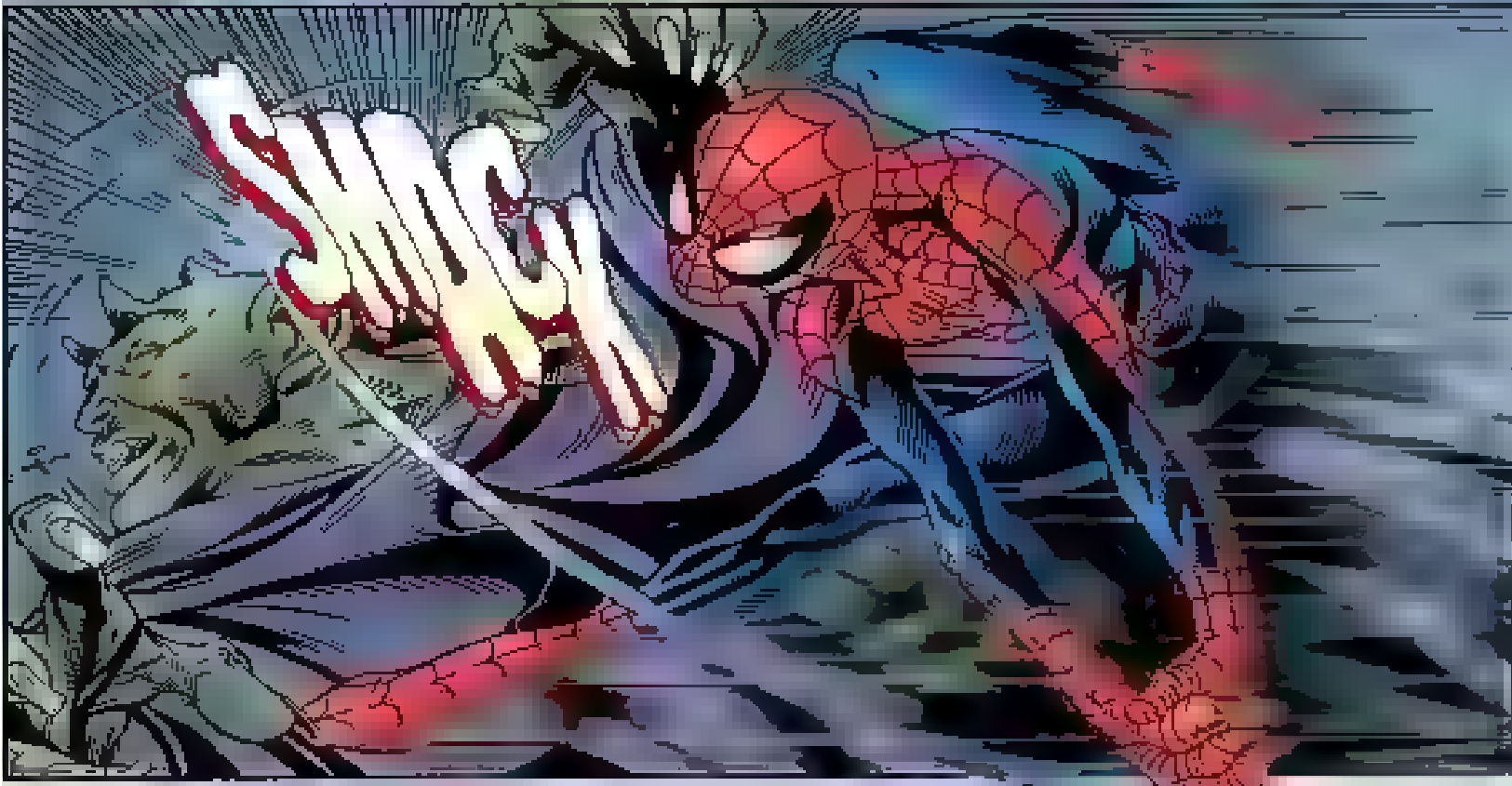
The Queensboro Bridge...

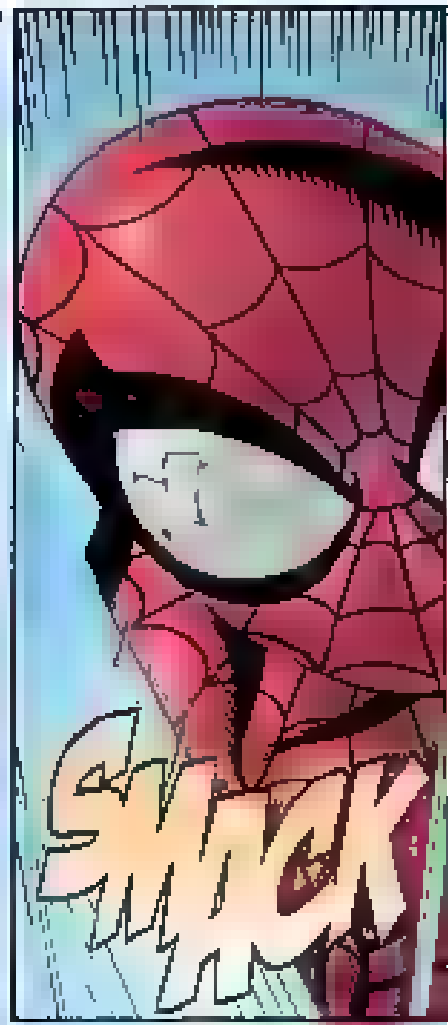
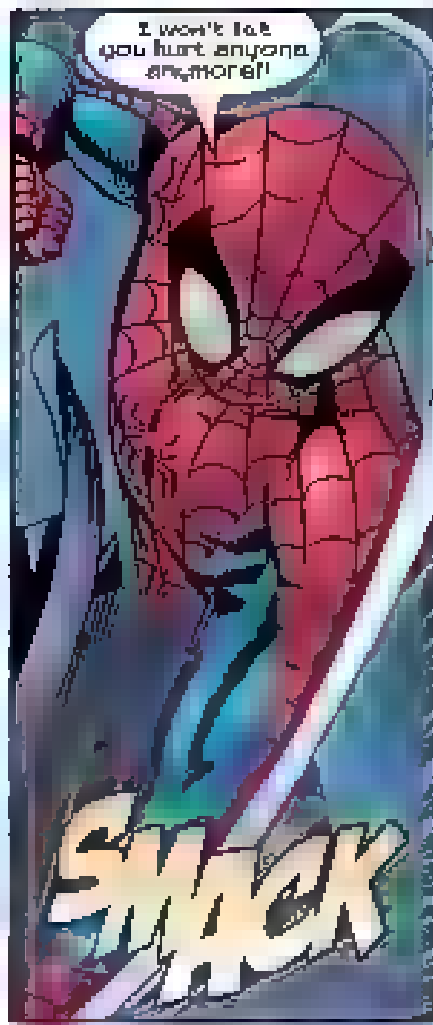
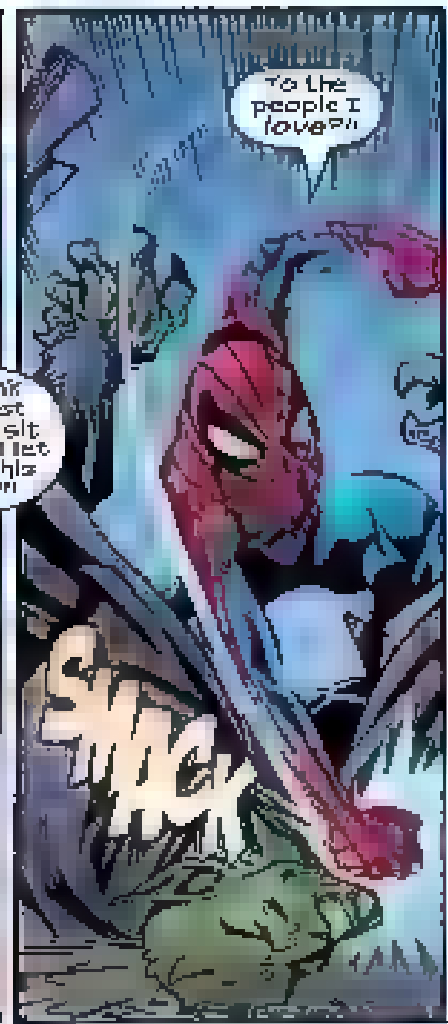
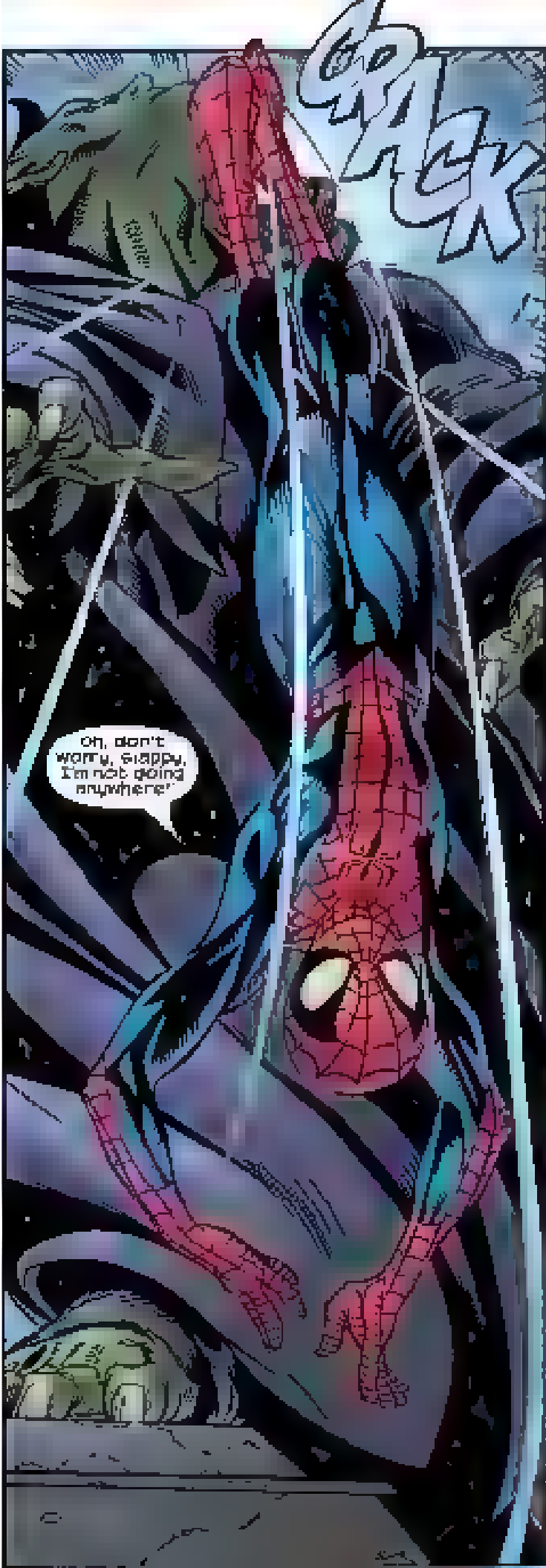












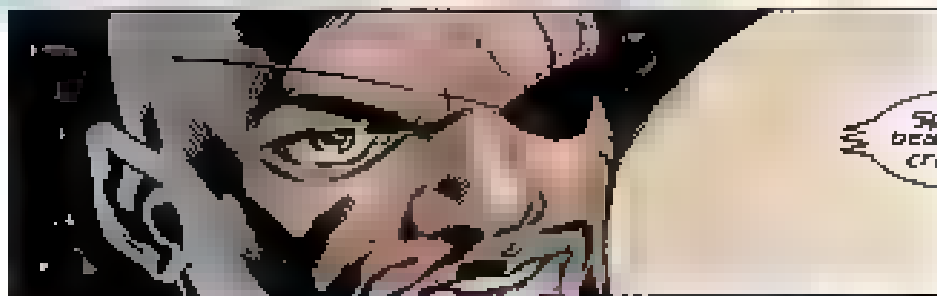


Quartermain
What's going
on?

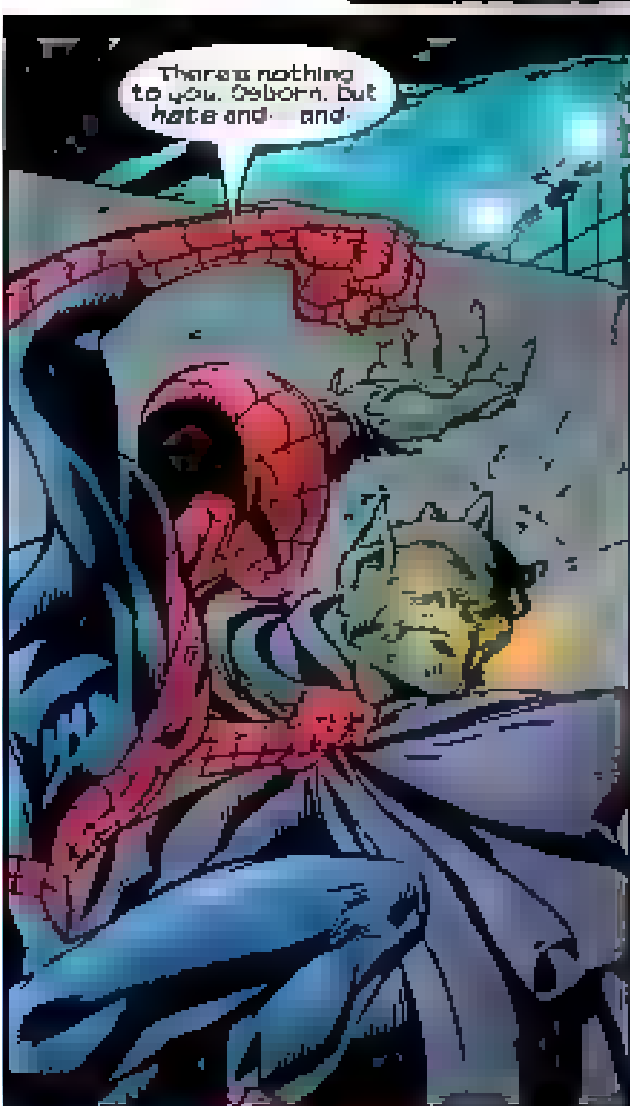
He's beating
the crap out
of him!

Who is?

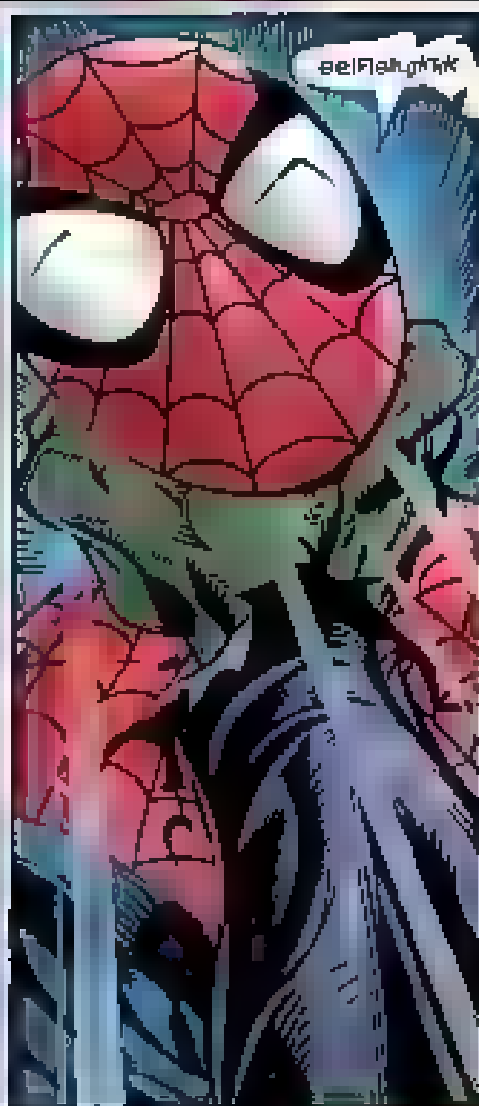
Spider-Man!



Spider-Man's
beating the living
crap out of him.

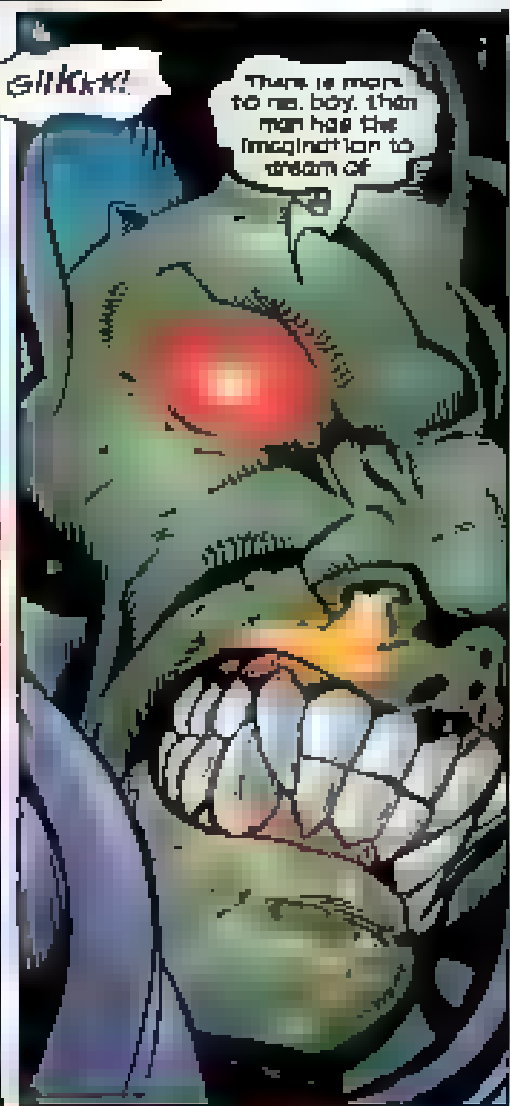


There's nothing
to you, Osborn. But
hate and... and...

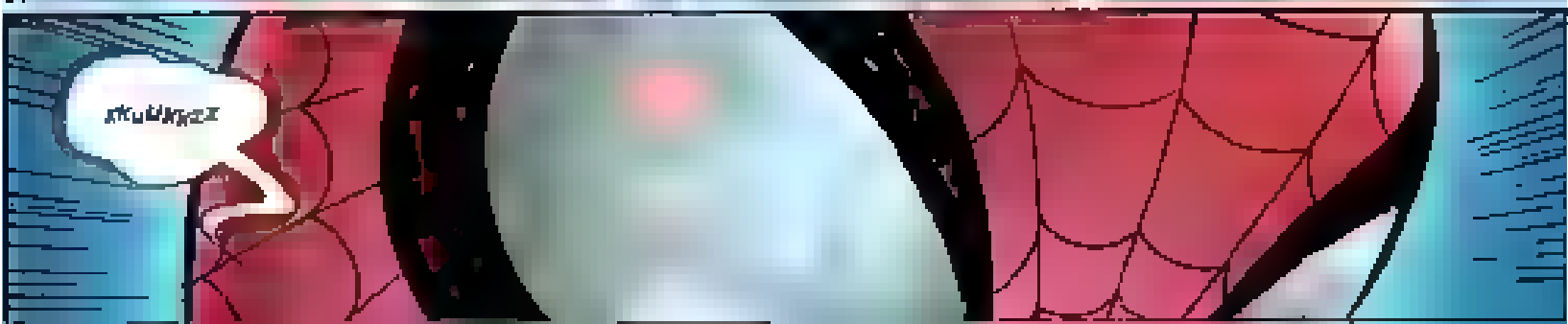


Selfish!

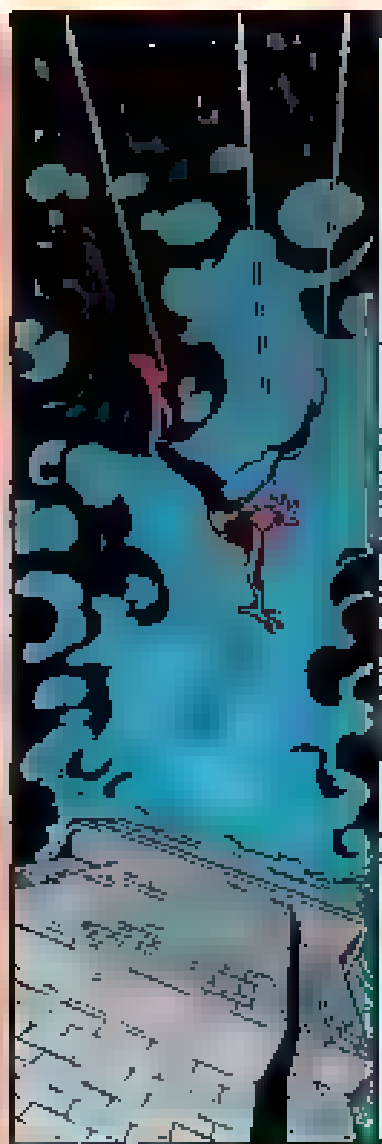
Silkkk!

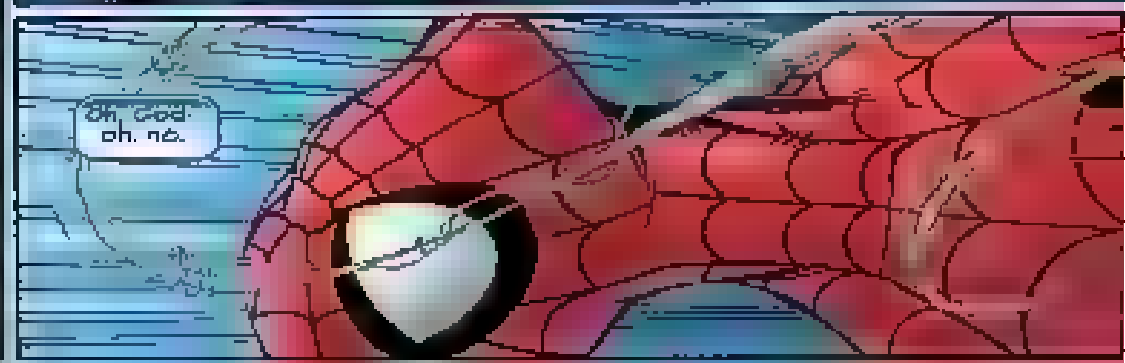
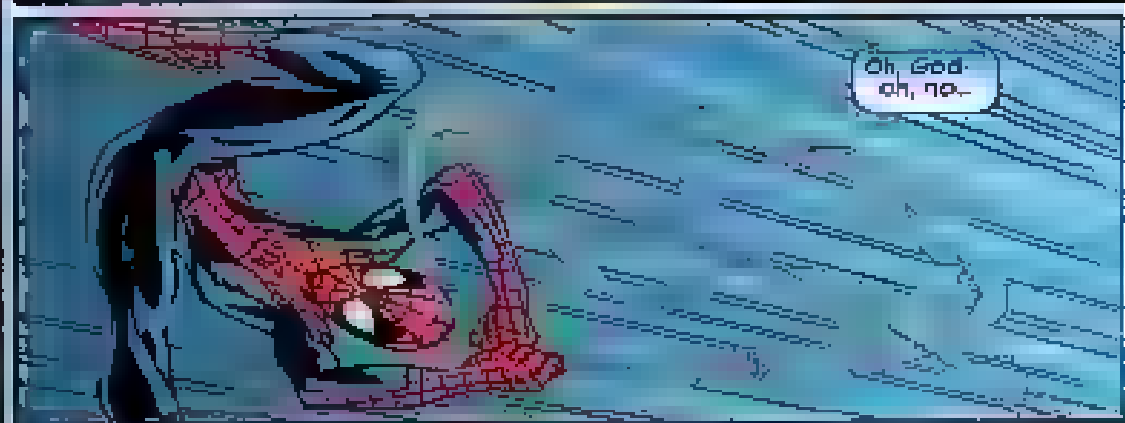
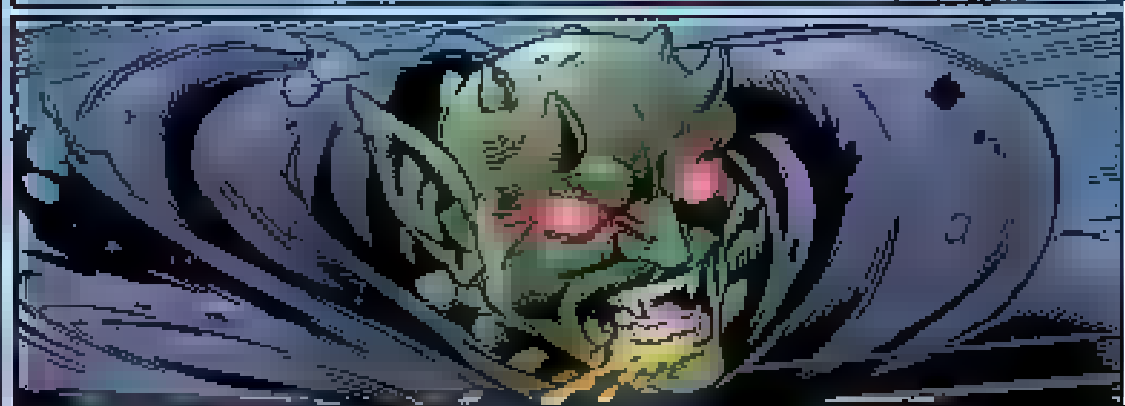
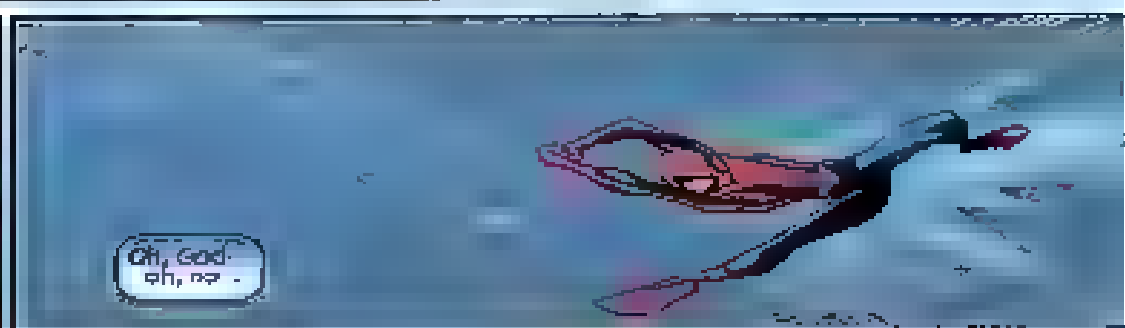
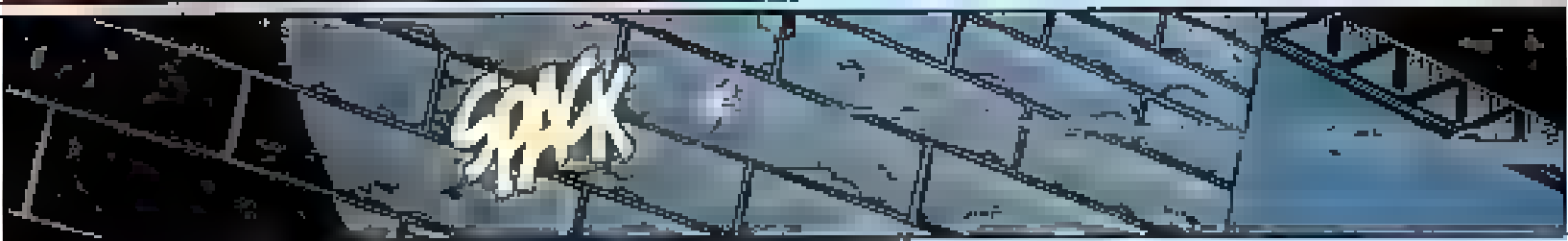


There is more
to me, boy, than
man has the
imagination to
dream of.



Skunk!

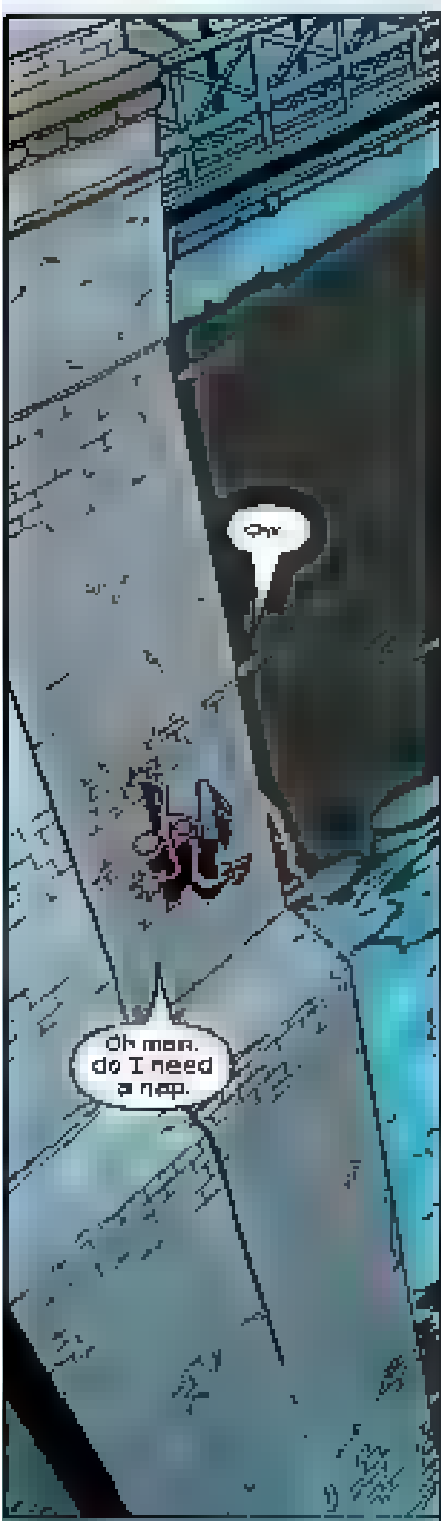






AAGGH!

RIIP



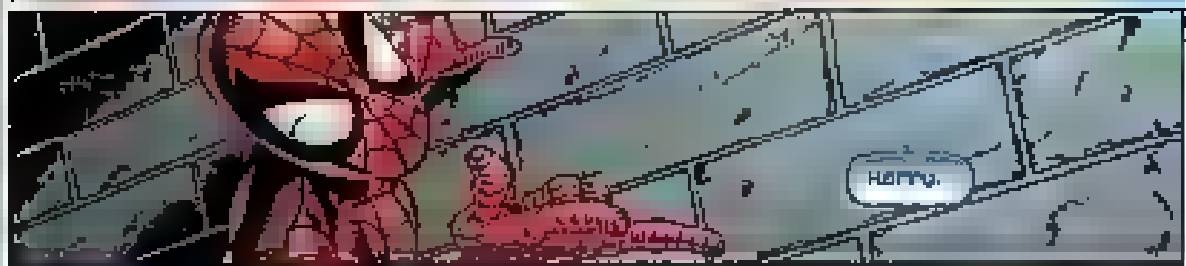
Oh.

Oh man, do I need a nap.

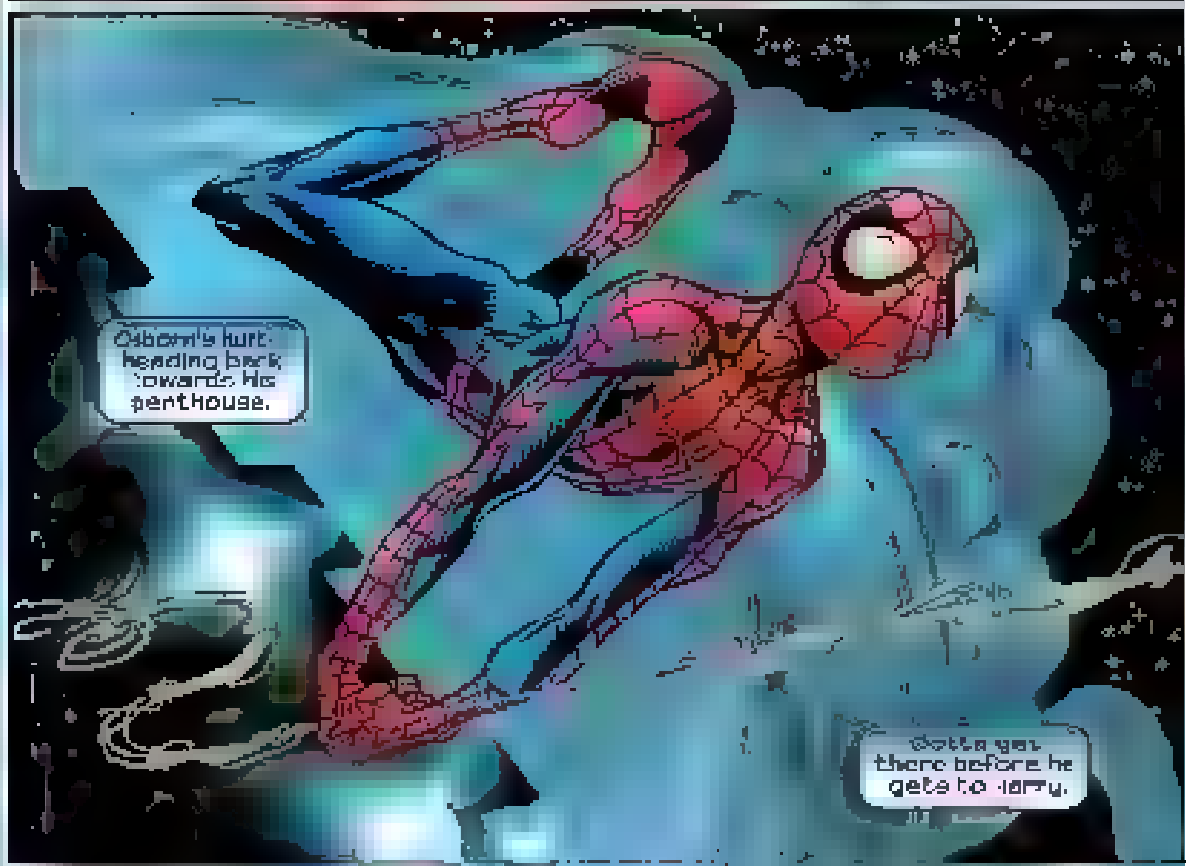


Where's everybody going?

Oh, no.

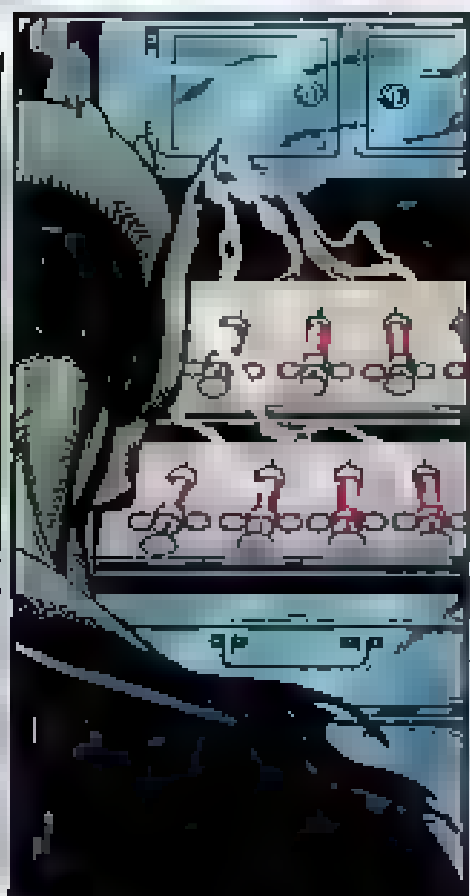


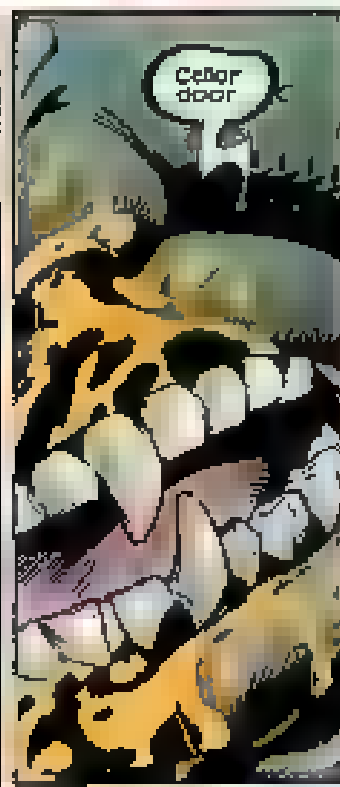
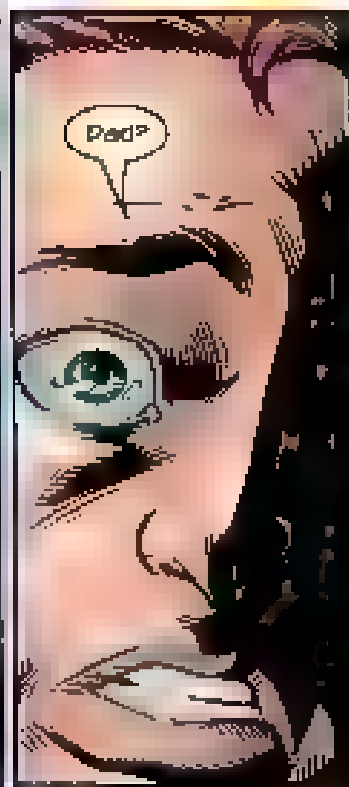
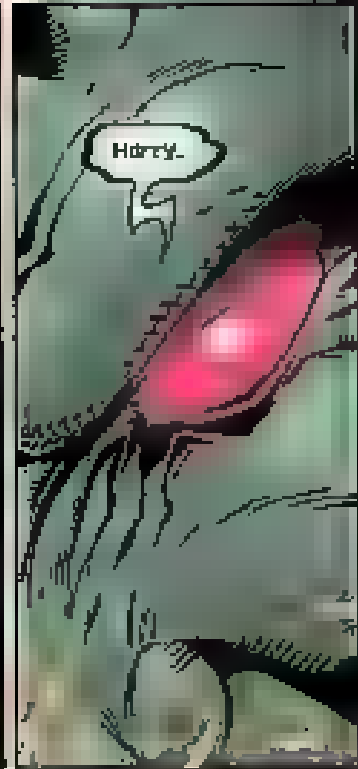
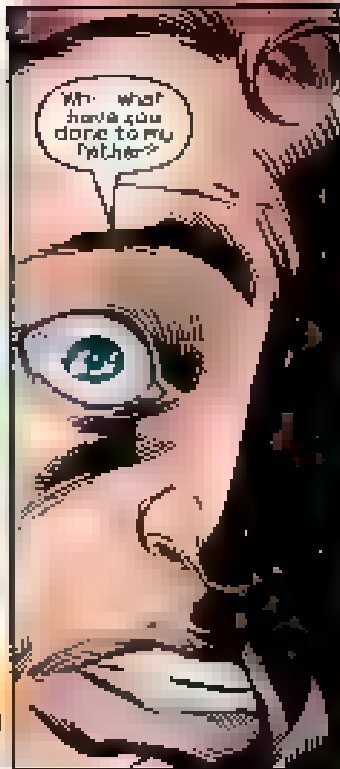
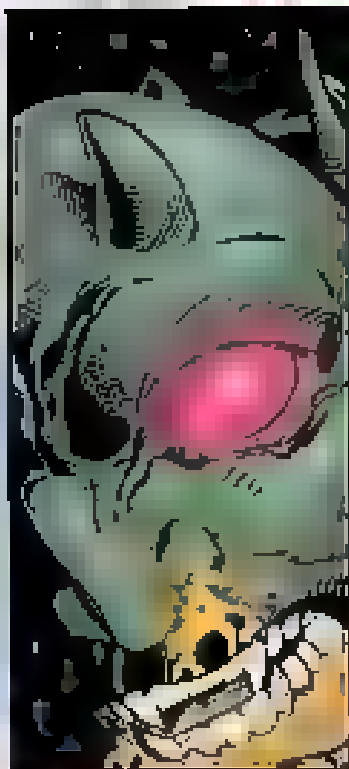
HAPPY.

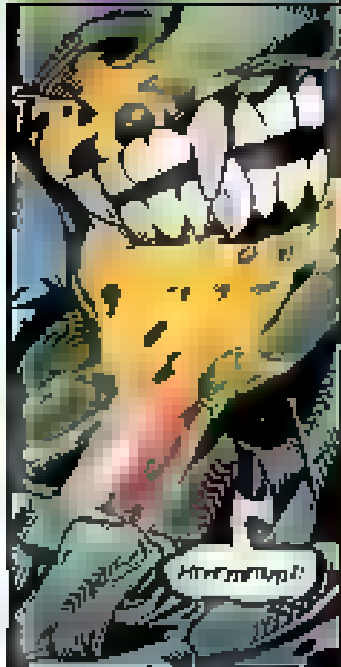


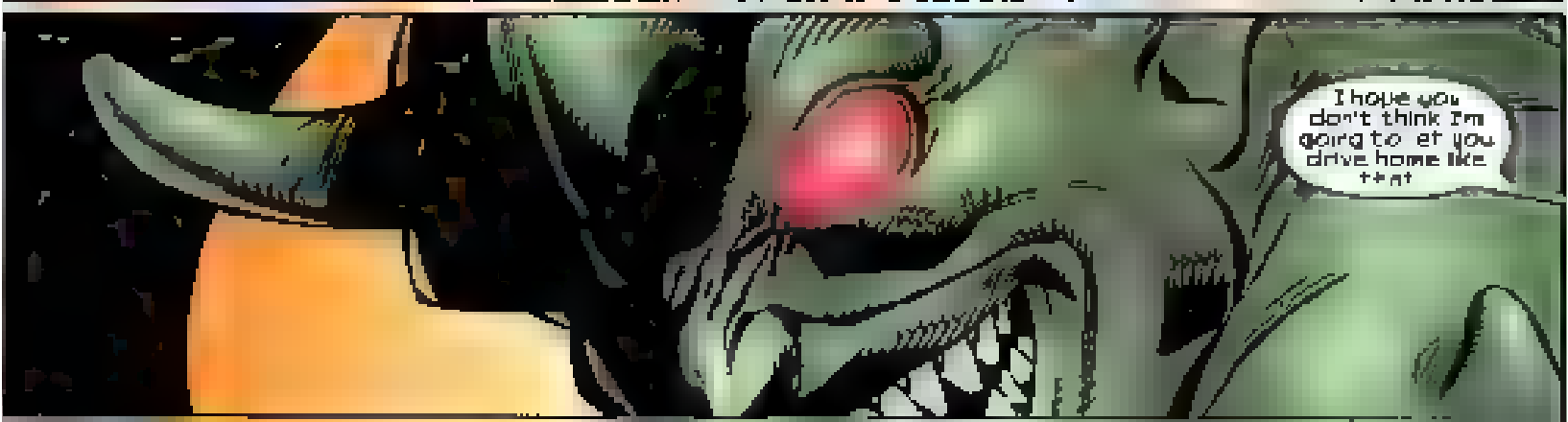
Osborn's hurt, heading back towards his penthouse.

Gotta get there before he gets to Harry.

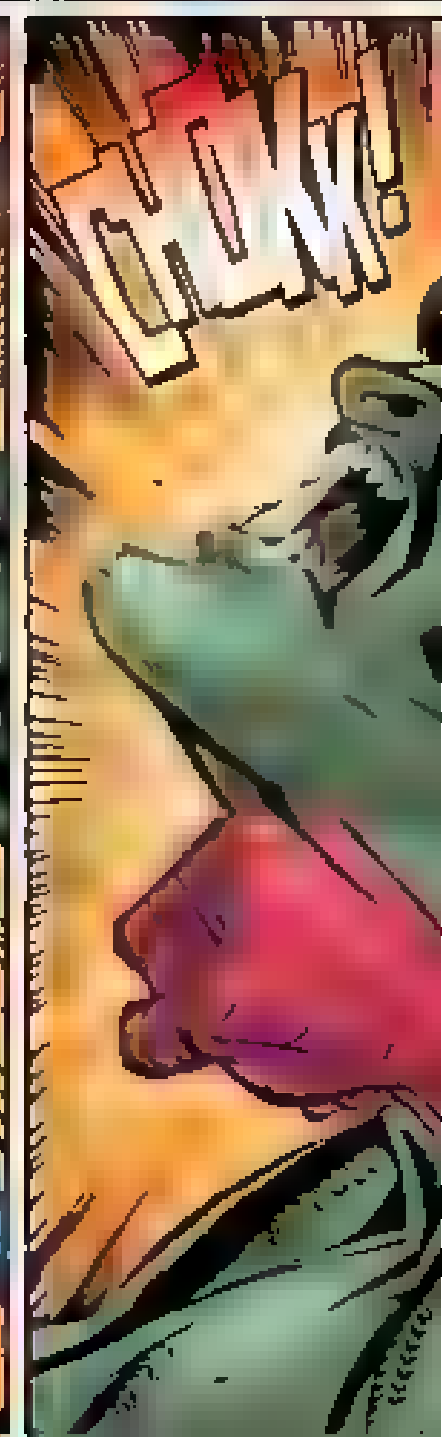
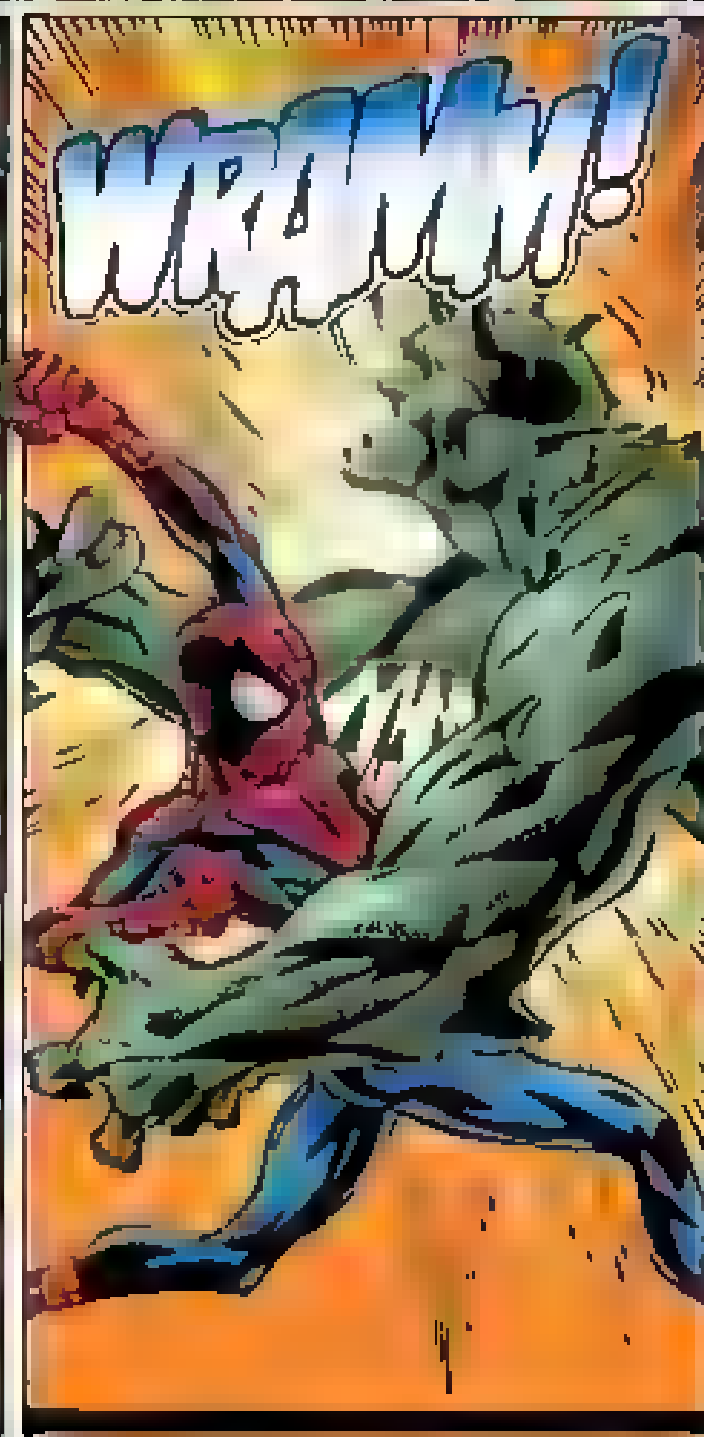
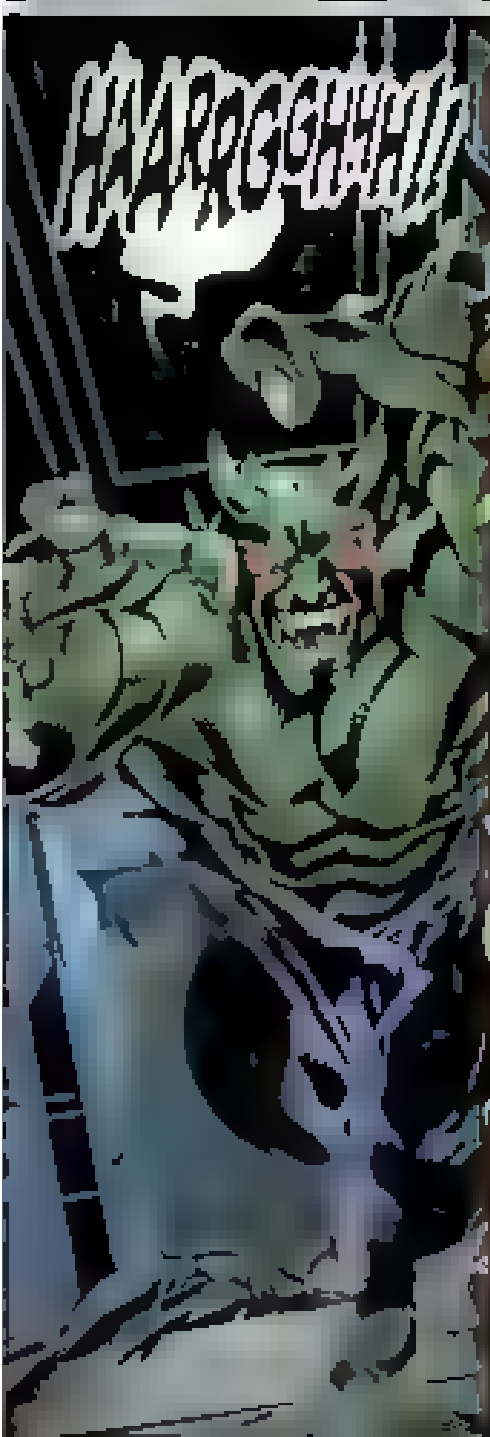


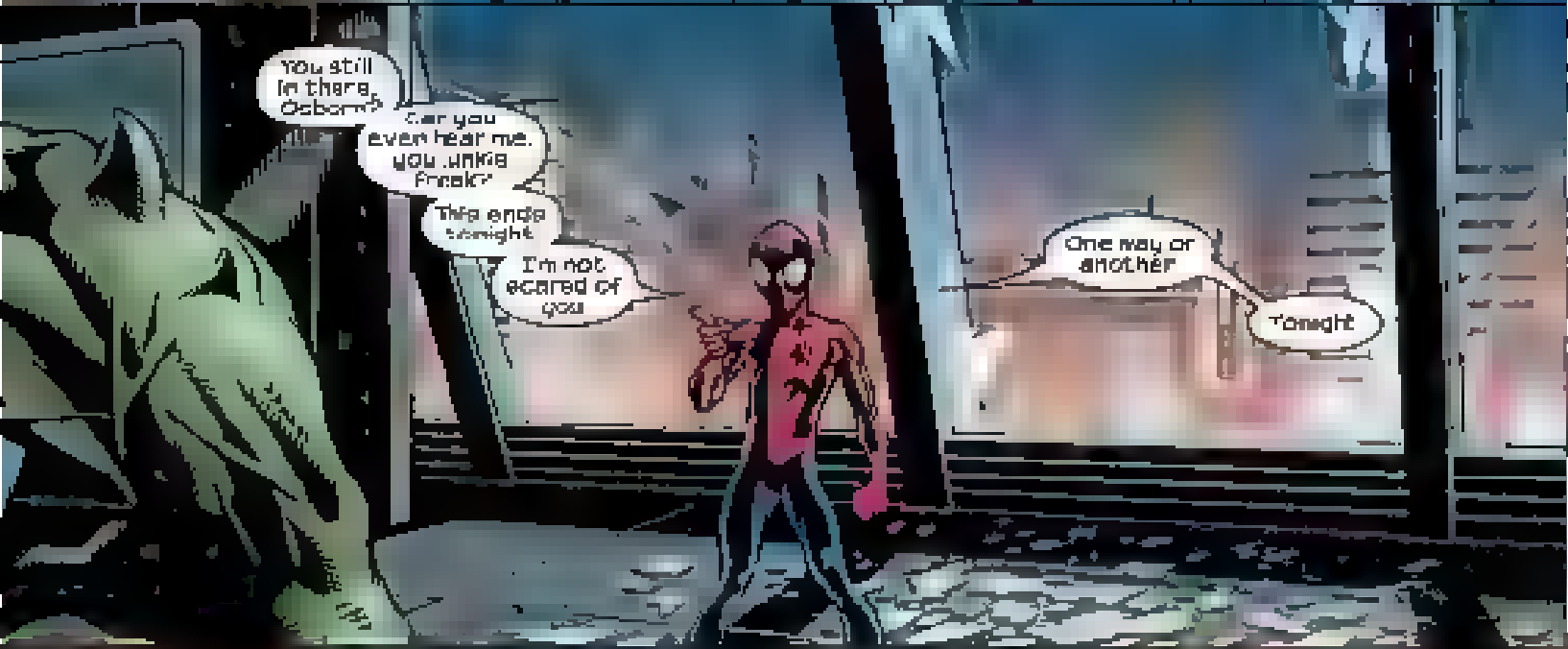






I hope you
don't think I'm
going to let you
drive home like
that





You still
in there,
Osborn?

Can you
even hear me,
you **unkia**
freak?

This ends
tonight

I'm not
scared of
you

One way or
another

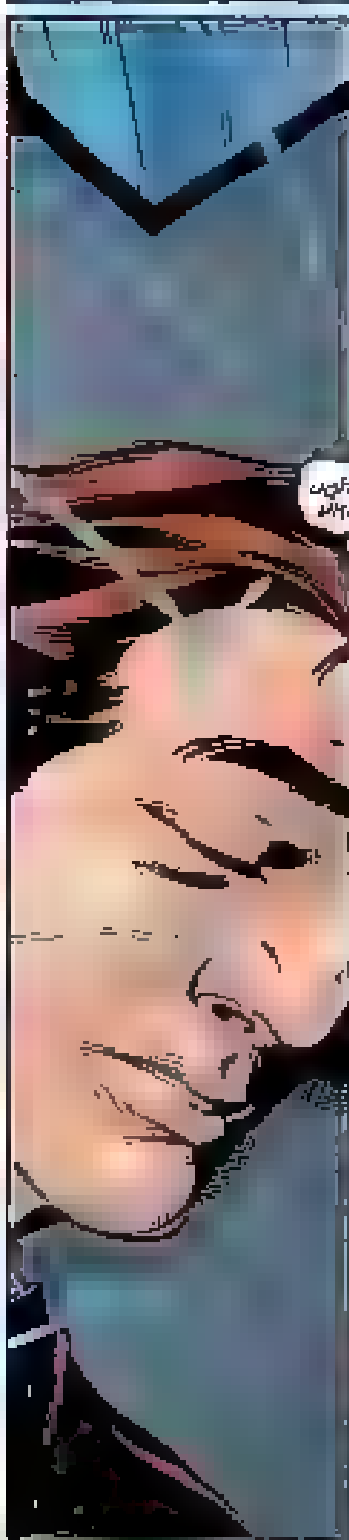
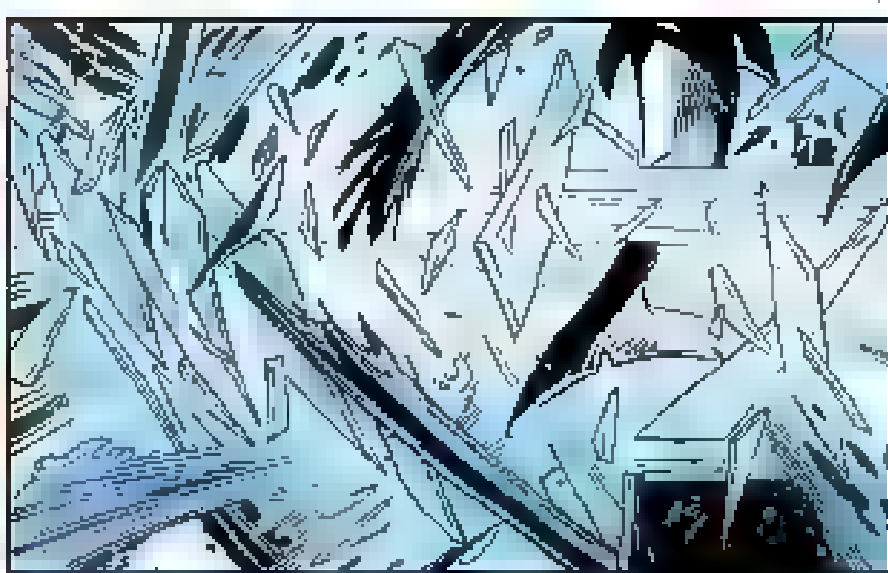
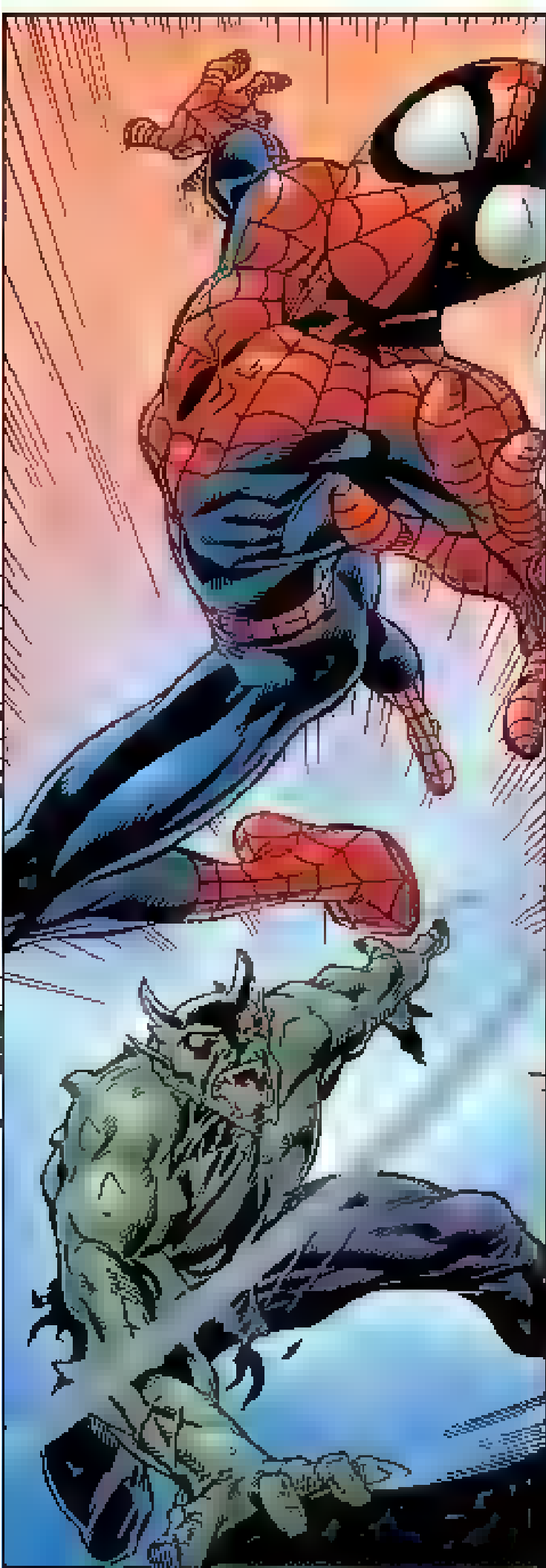
Tonight

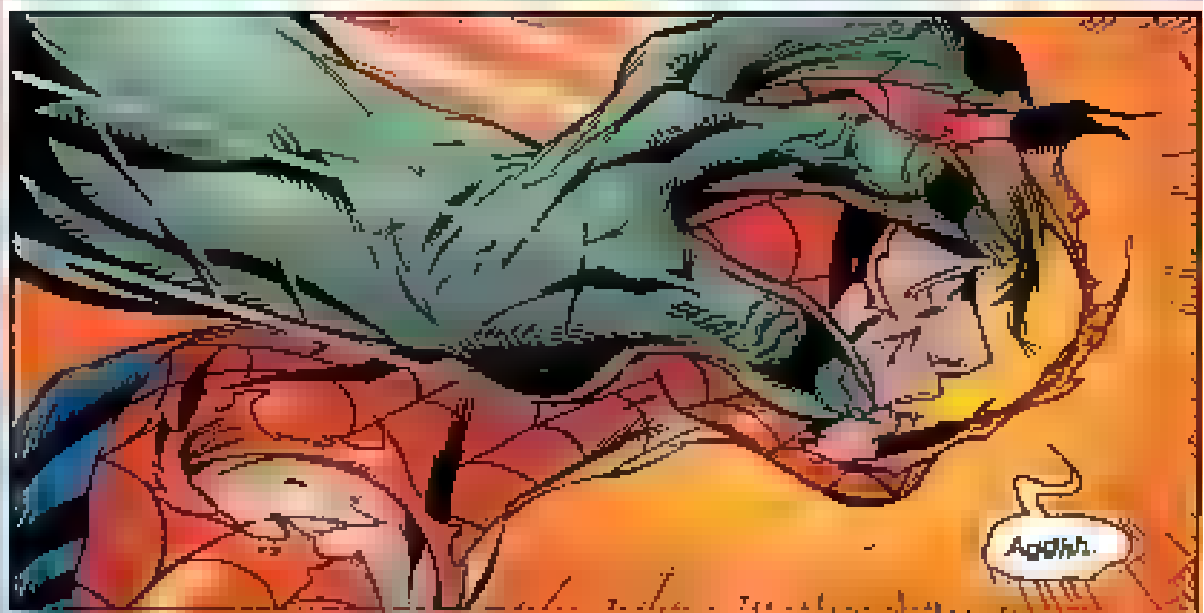
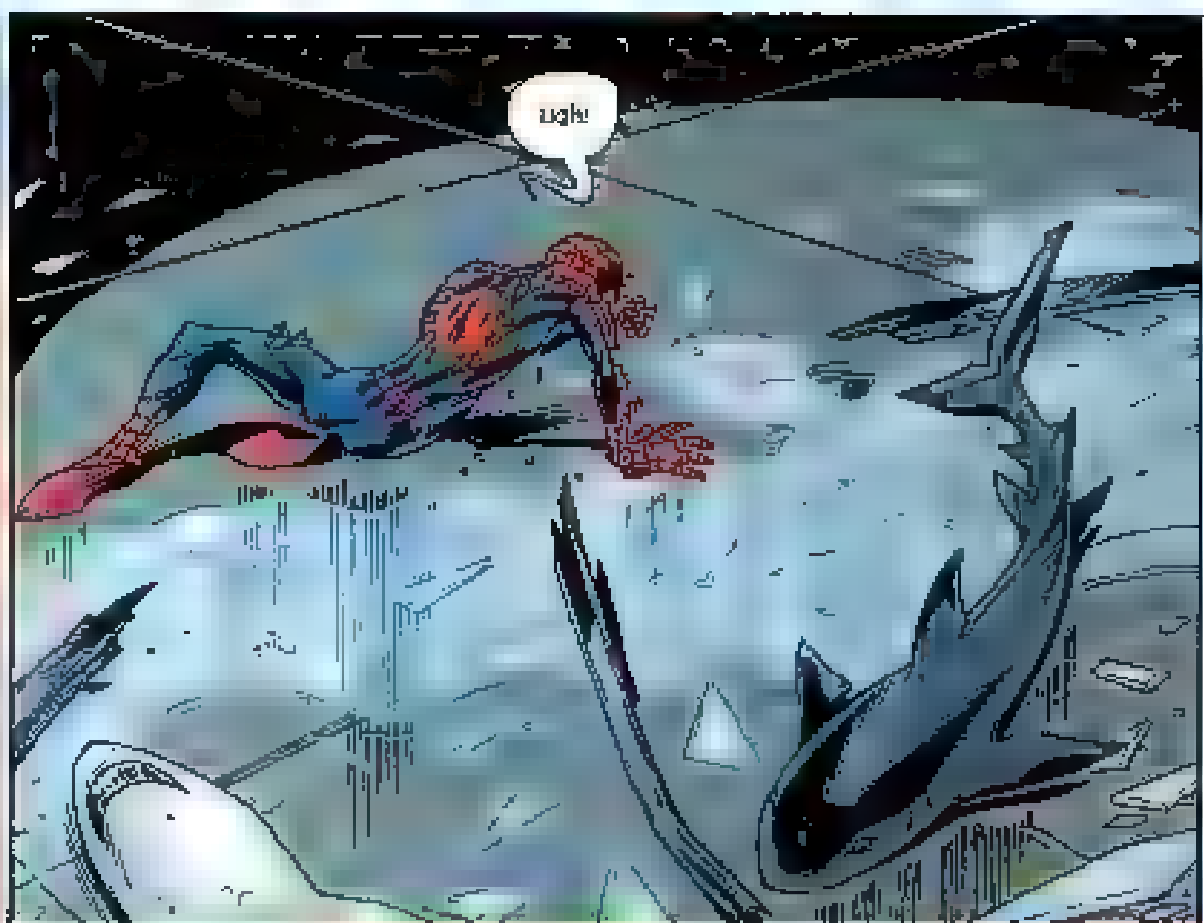
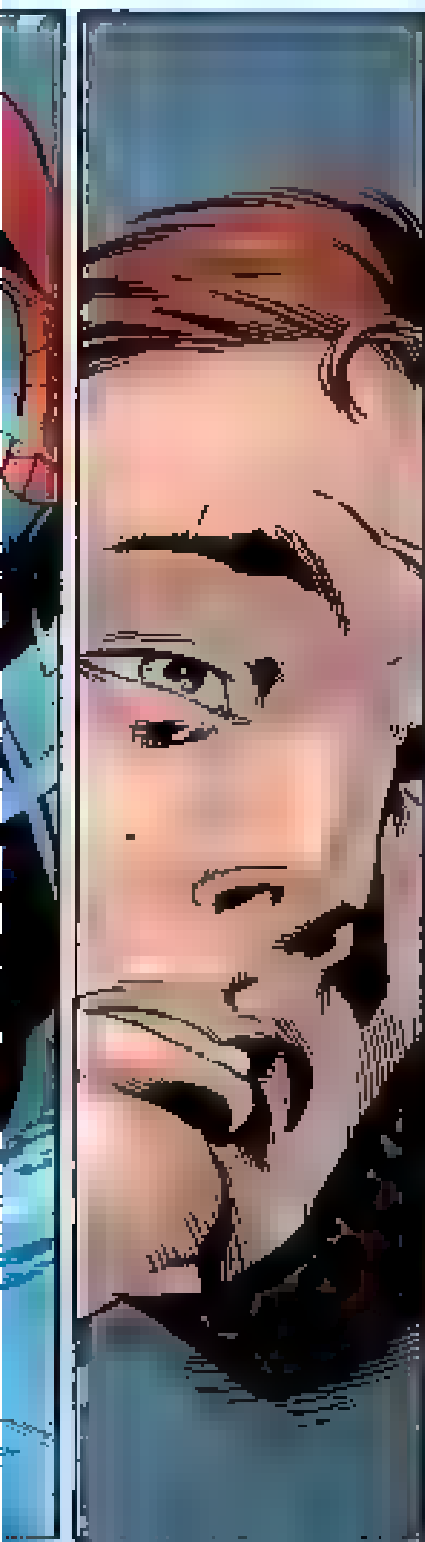


To tell
you the truth
Normy, I kinda
like you more
like this.

Or least
I don't have
to listen to
your arrogant
ram-
hul









To be
concluded...



ULTIMATE
SPIDER-MAN®

ISSUE

27

ILLEGAL

BENDIS
BAGLEY
THIBERT

MARVEL™



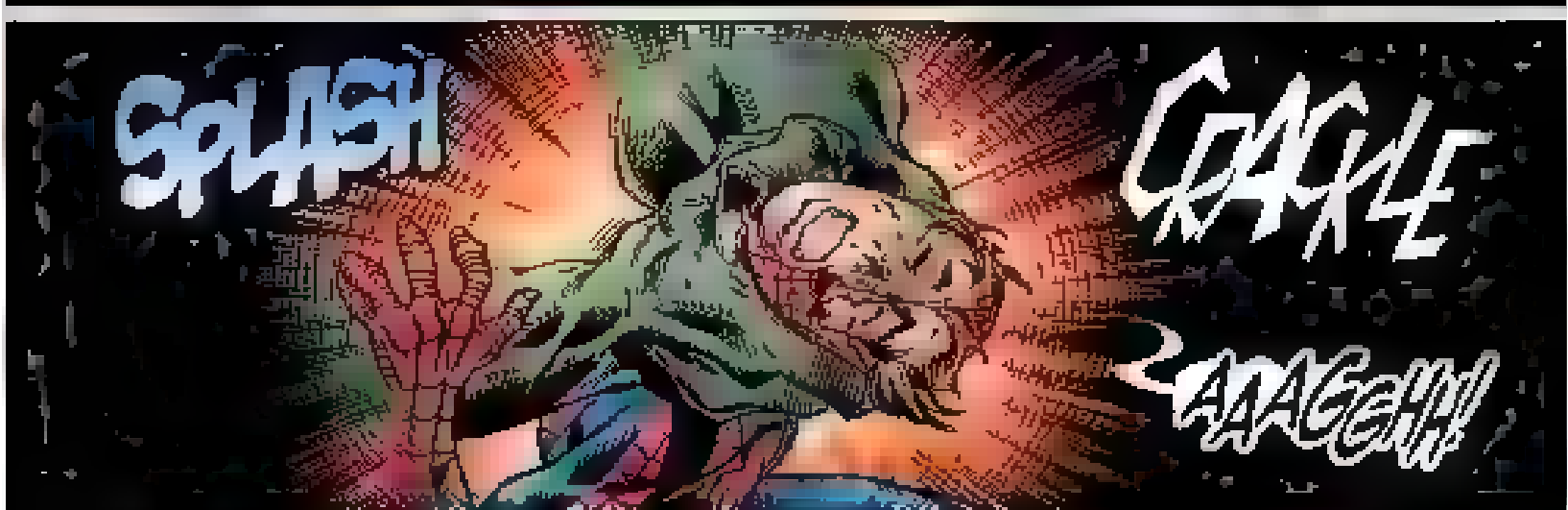
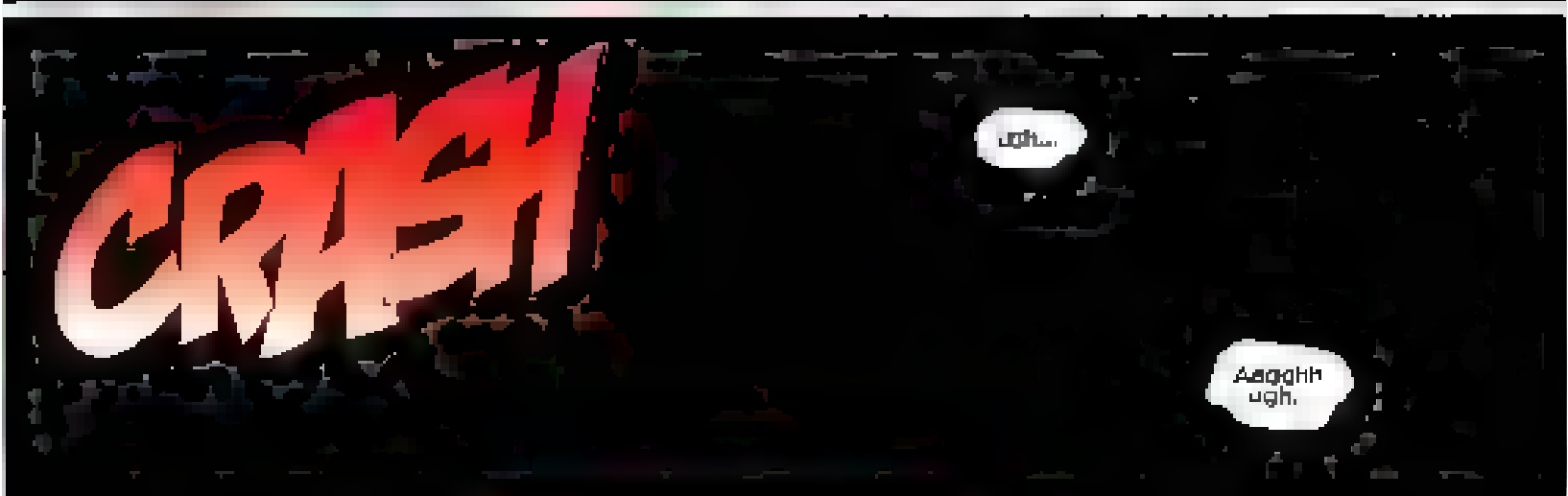
70 YEARS OF MARVEL COMICS

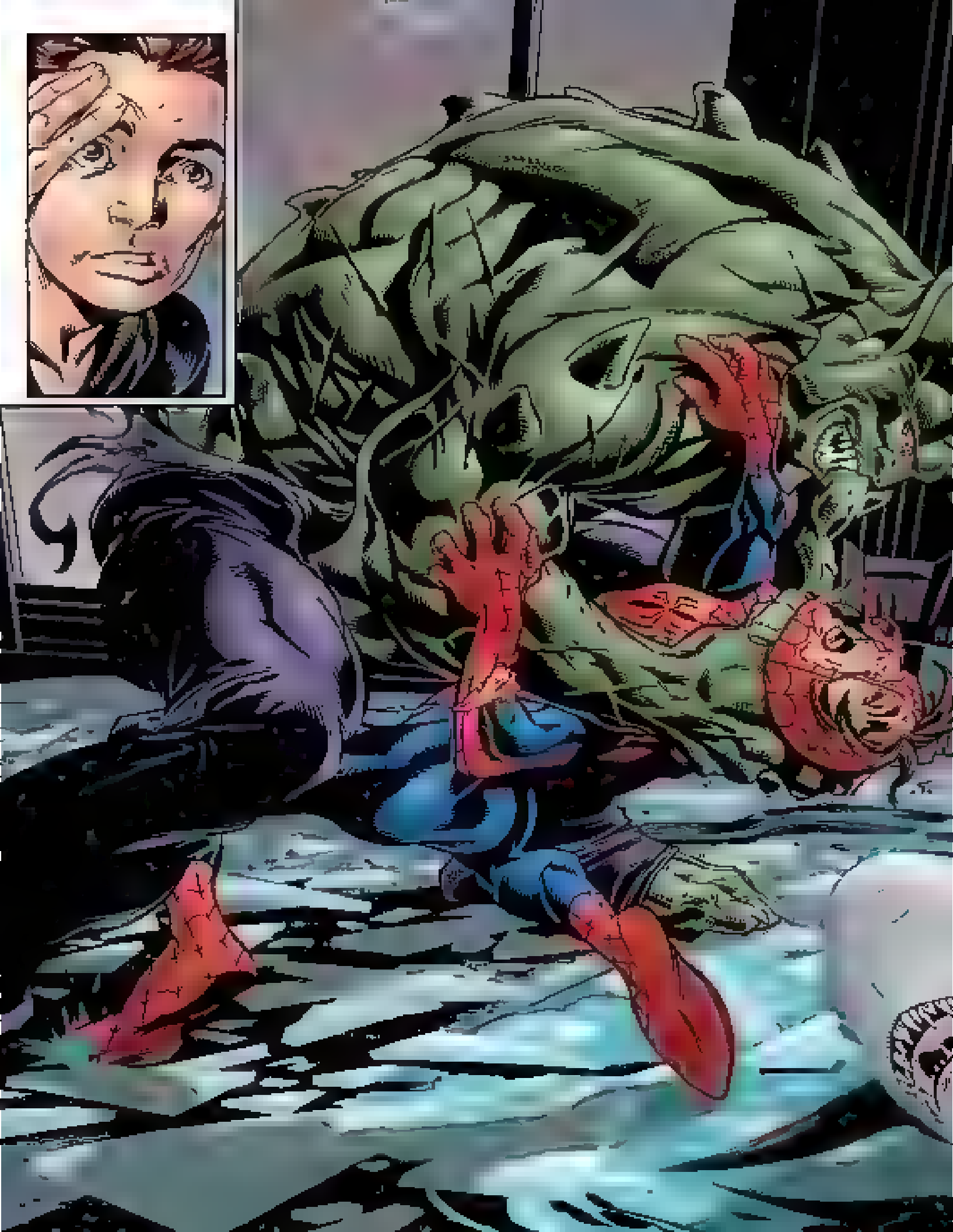
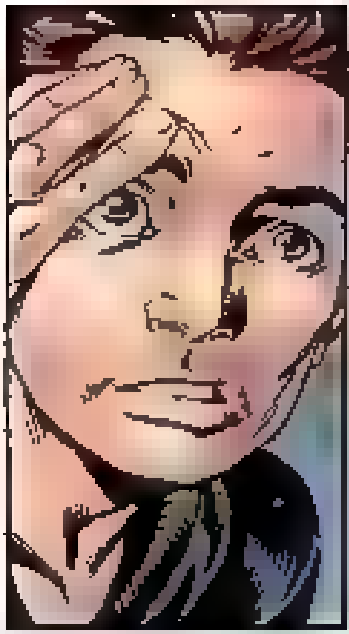
© 2010 Marvel Characters, Inc. All rights reserved.

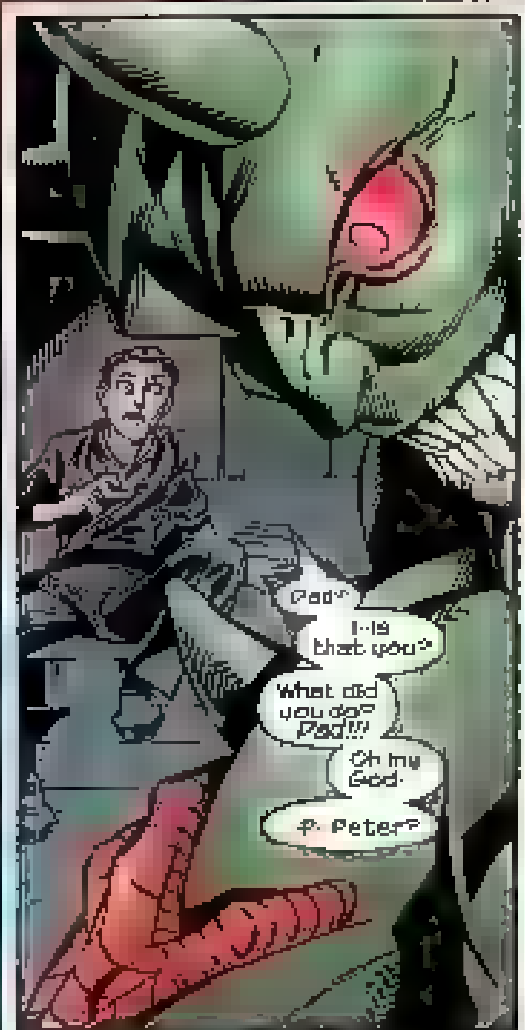
© 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

WWW.MARVEL.COM

70 YEARS
OF
MARVEL
COMICS









Hadrpgghu

No time to be fancy.
No time to be cute.
Just hit him with
everything. Just win.

Peters



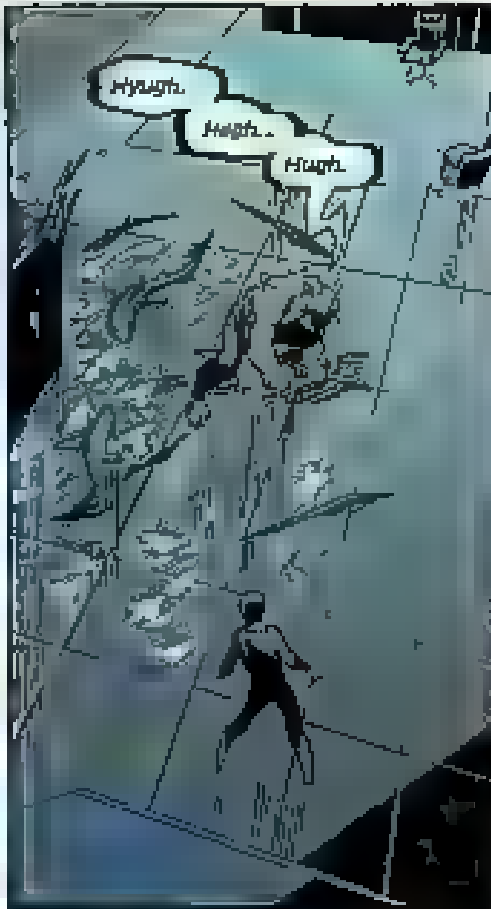
PARKEERR!!
I tollddsh
you I will makeeh
you...



HUGH...
HUGH.
HUGH.



Dad?



HUGH.
HUGH..
HUGH.

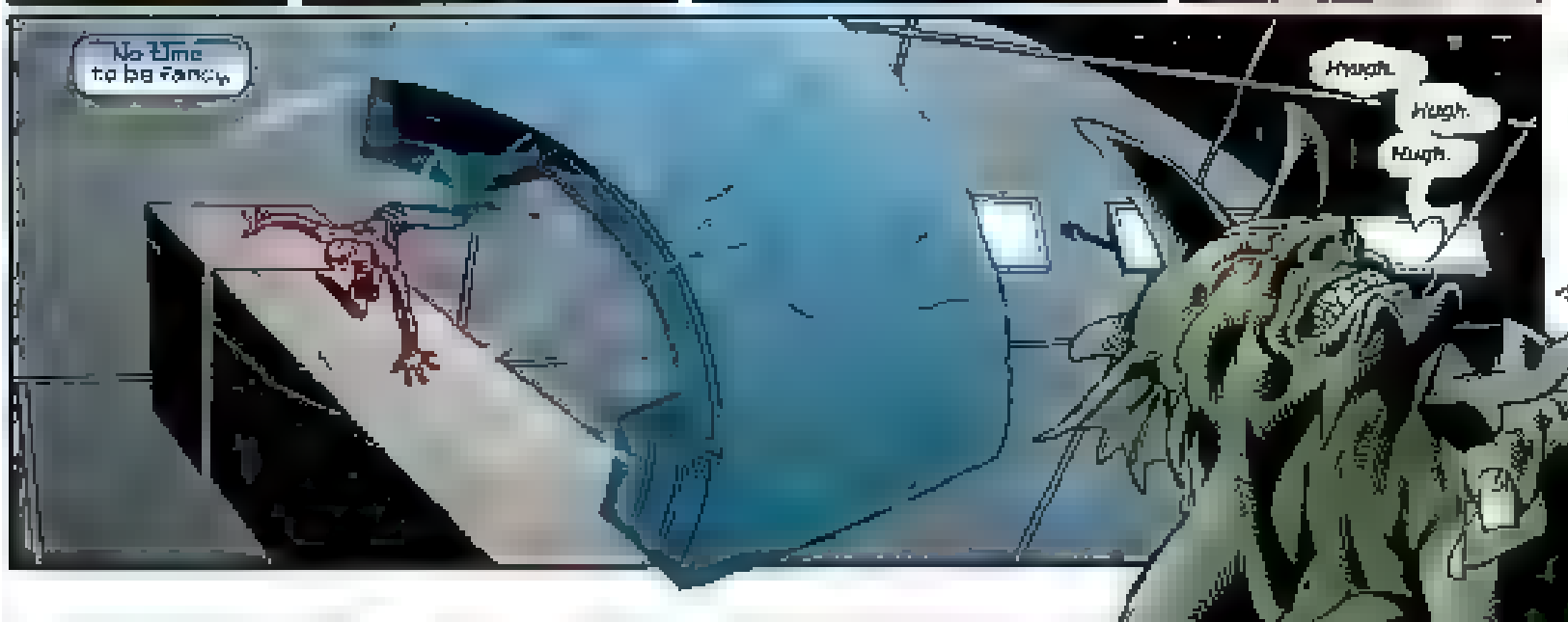


Agent
Quartermain,
this is Nick
Fury.

I
need you,
sir.

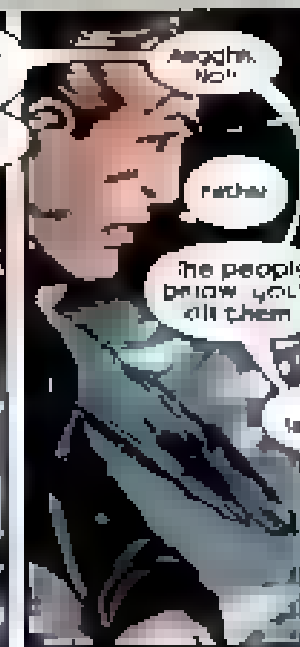
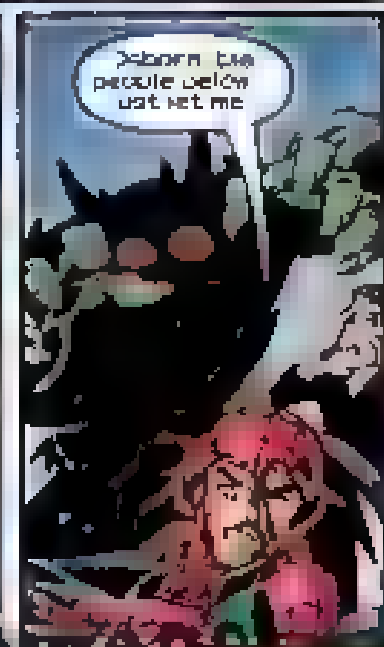
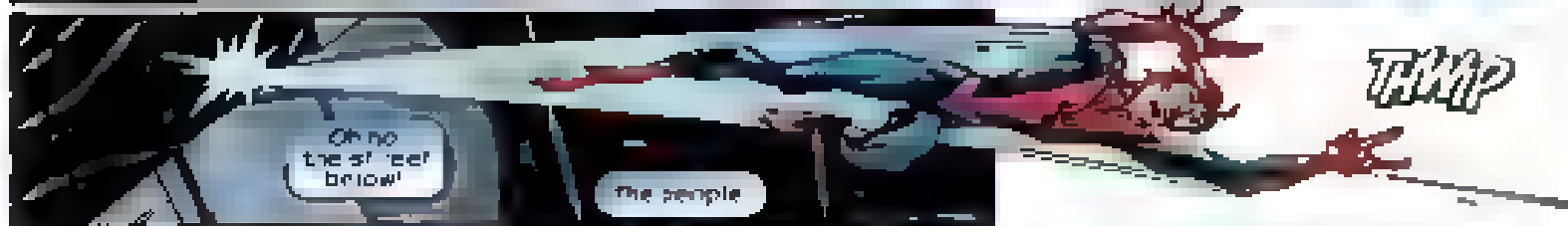
If you
have the shot -
take the shot,
Quartermain!

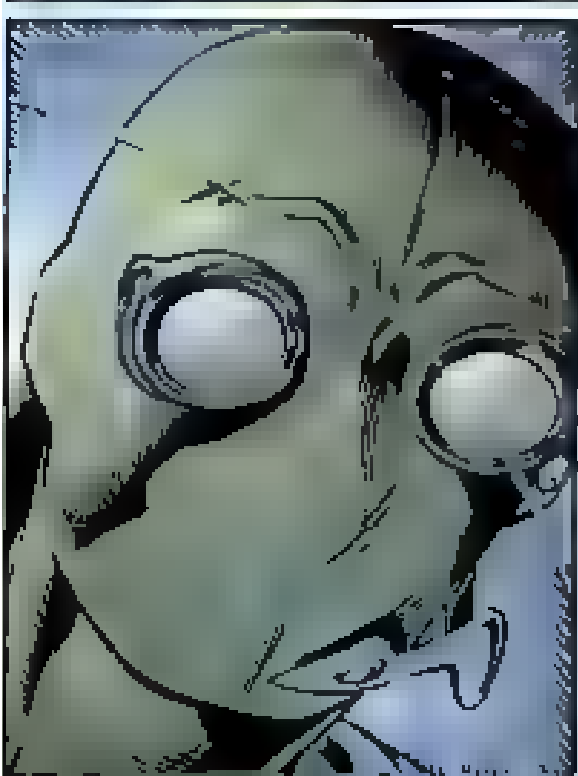
Sir the
Osborn kid's
in the way.
Your call.

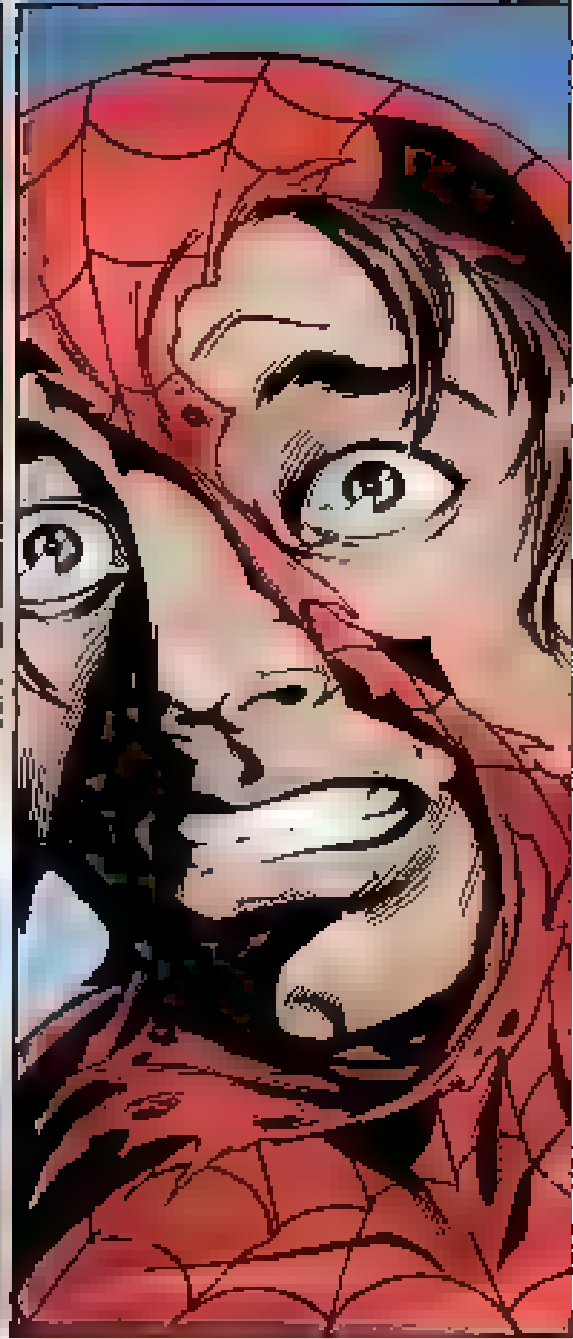
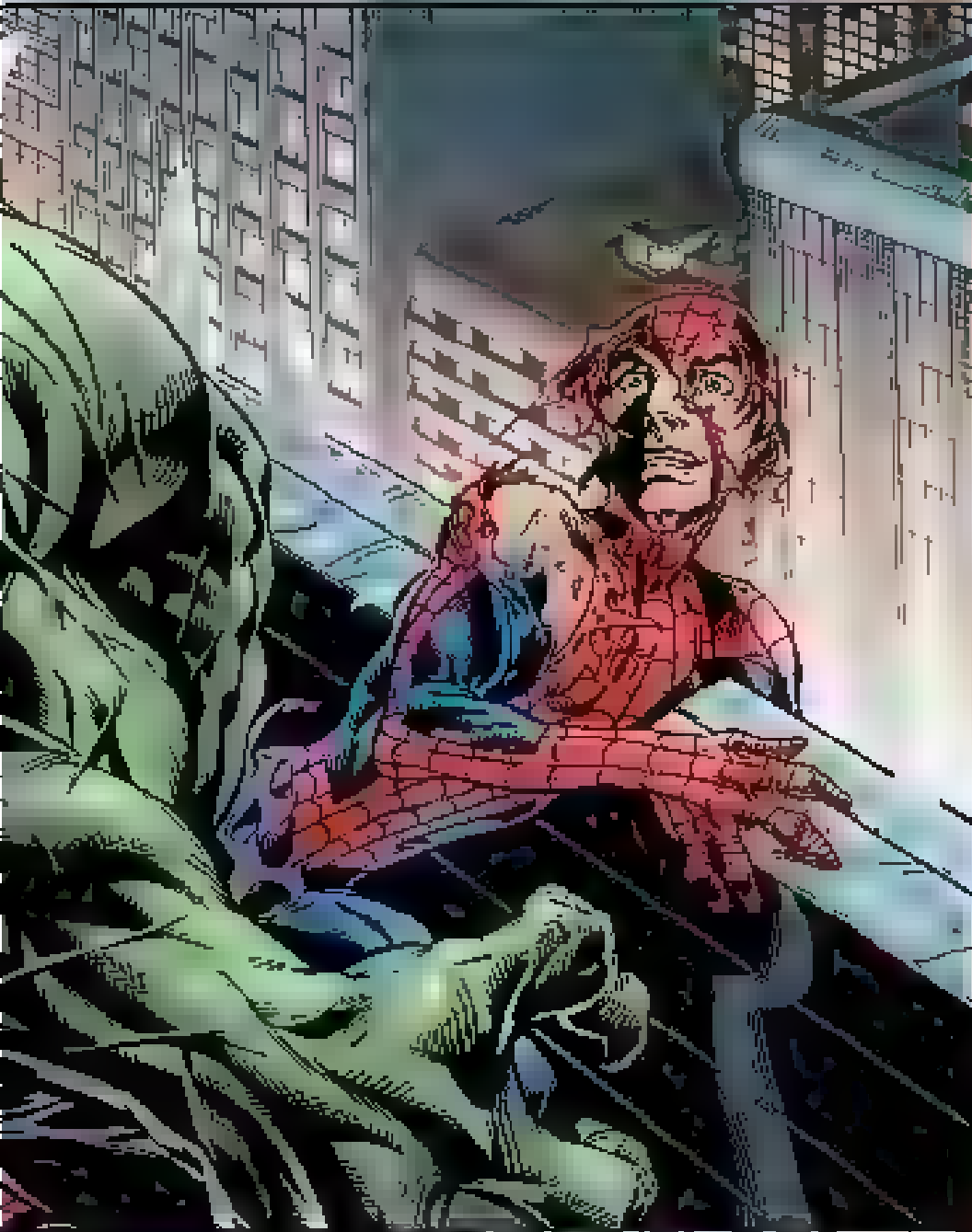


No time
to be fancy.

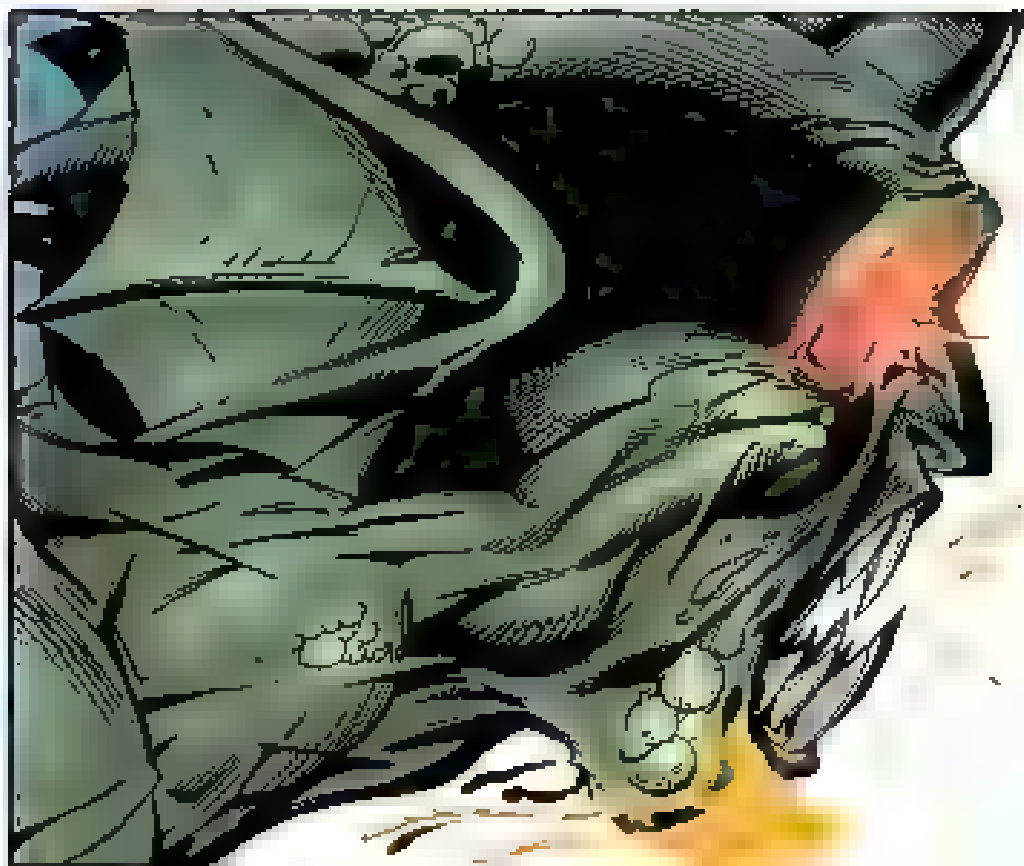
HUGH.
HUGH.
HUGH.

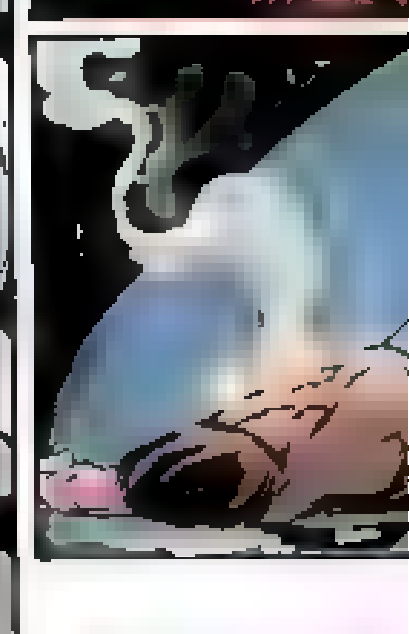
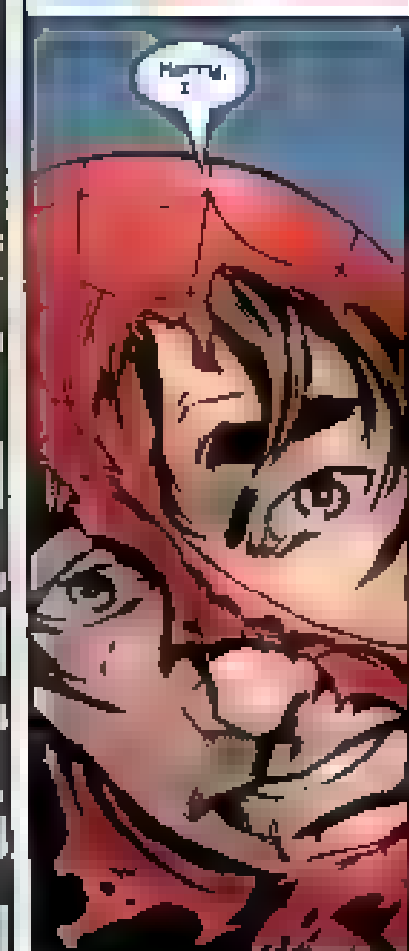
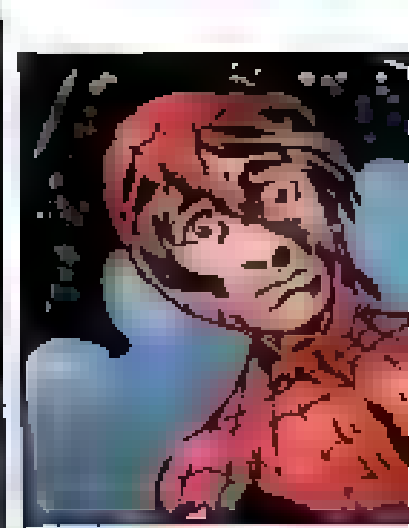
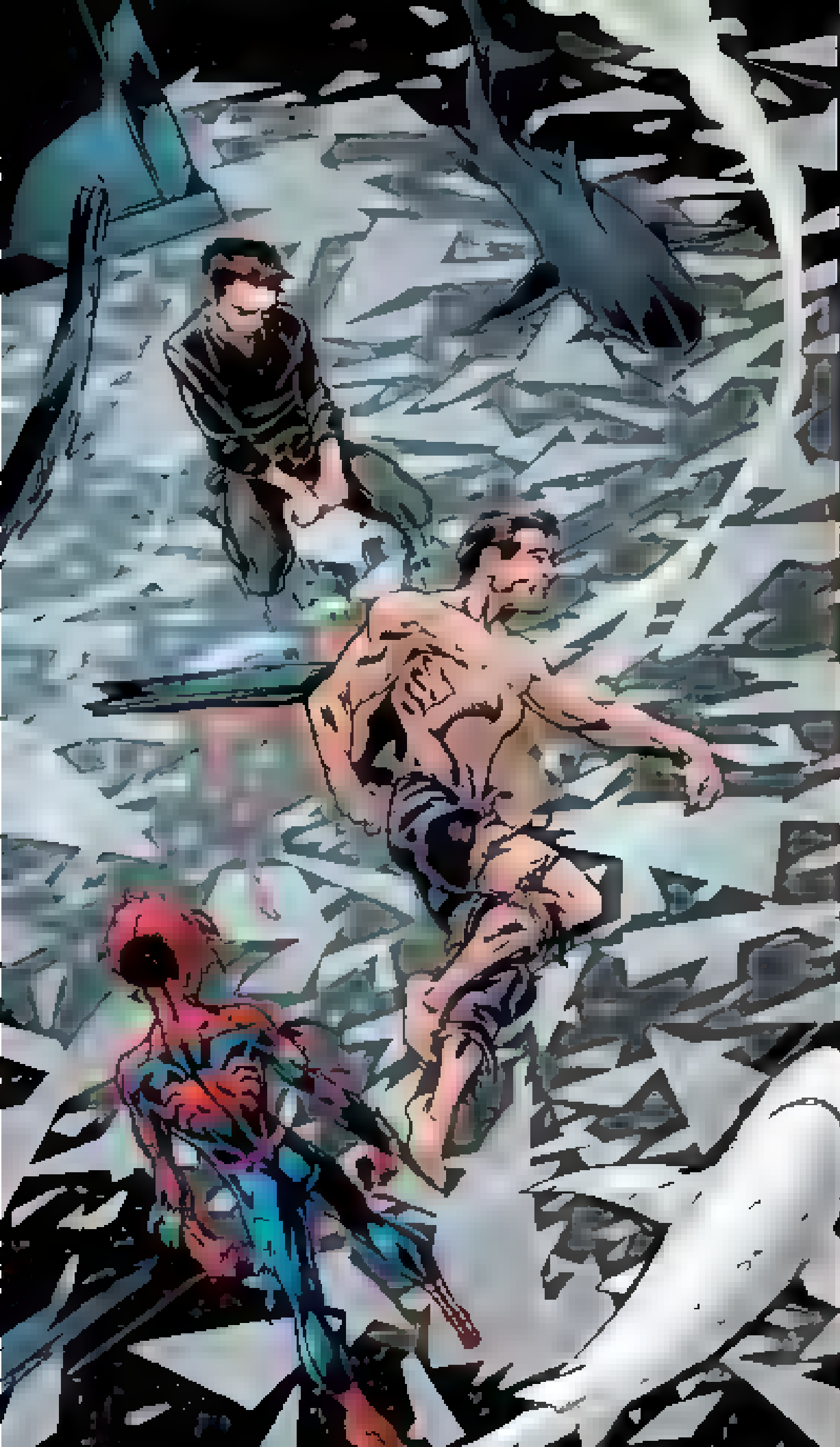


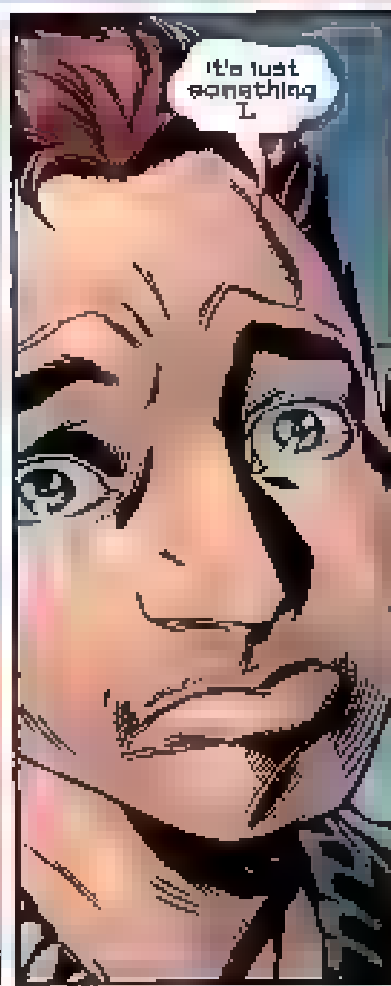
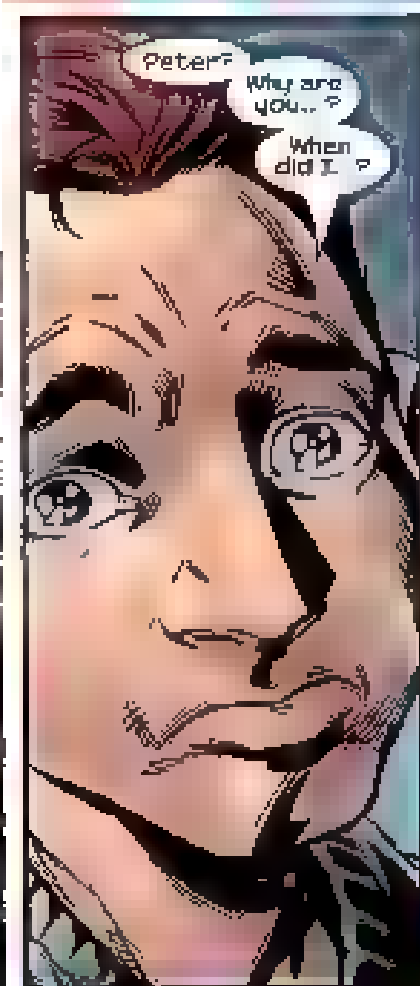














It's okay, kid.
You're in S.H.I.E.L.D. agents under
the command
of Colonel Nick
Fury.

You all
right?



Sir, the
floor is
secure.



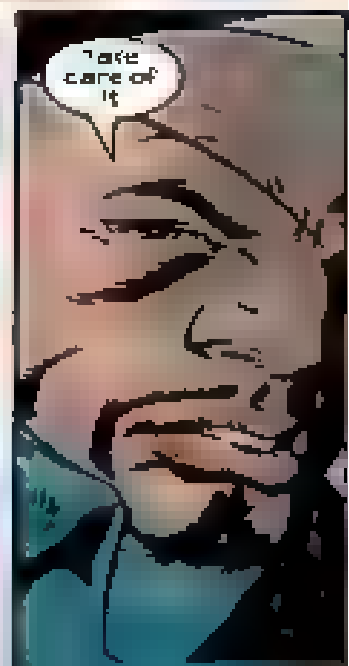
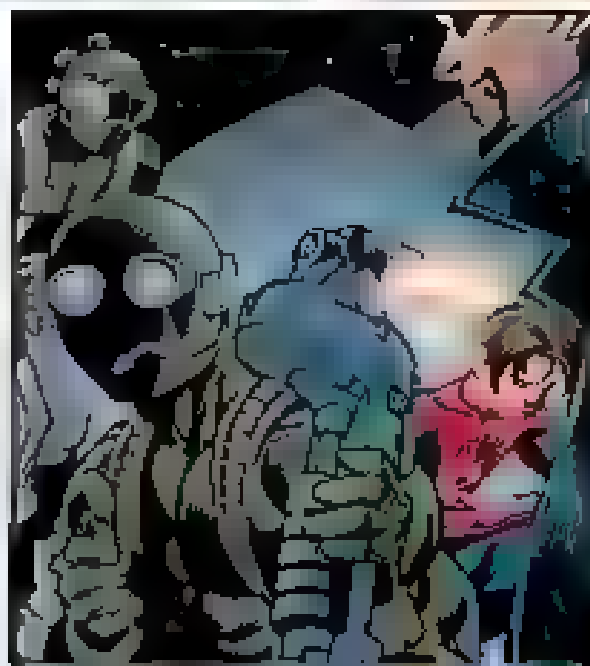
Secure the area
and start clean up
ASAP gentlemen.

Don't
make me
say it
all.

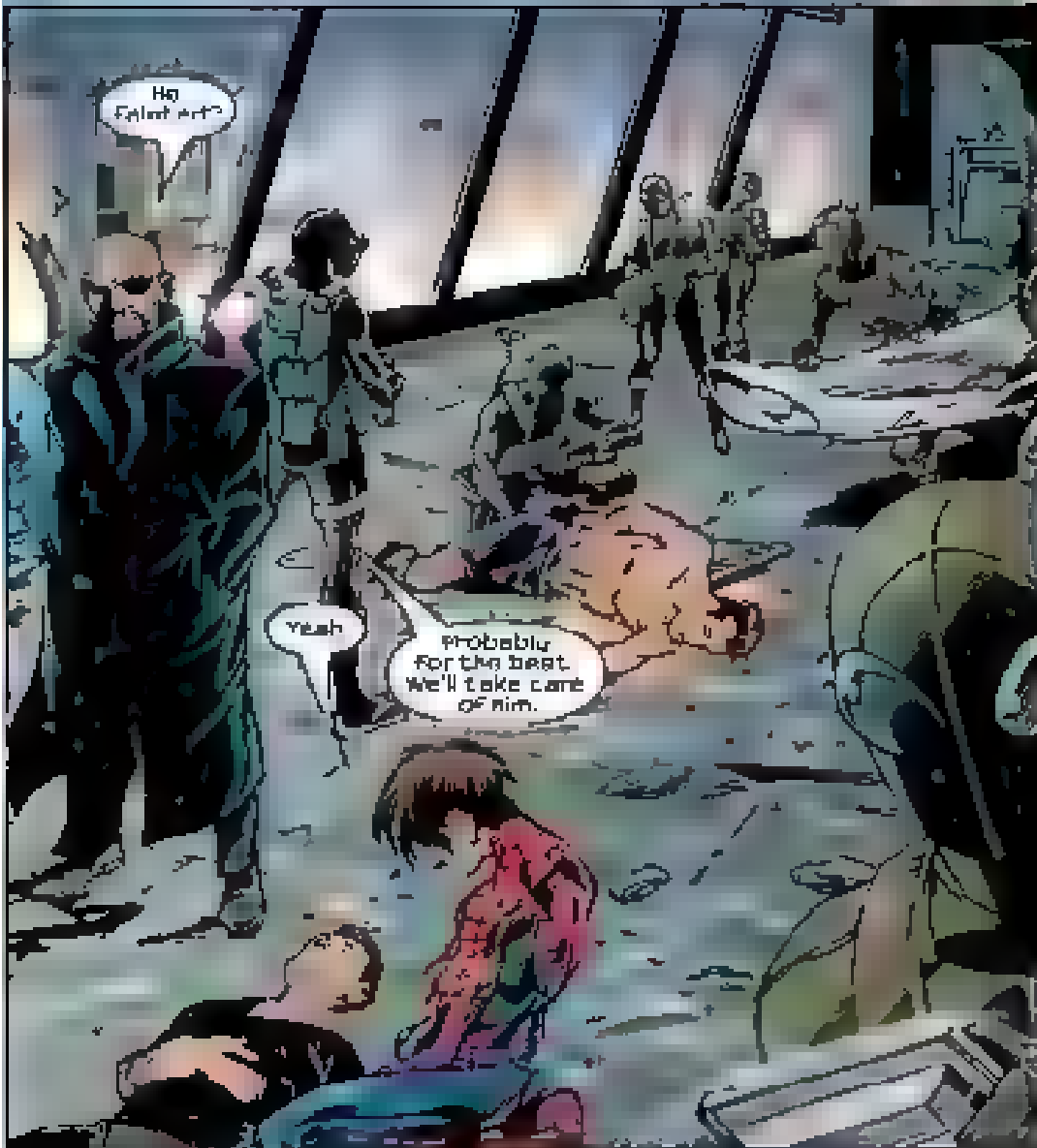
And get
Loki set up
here to deal
with all
authorities.



We
know
he?



Take
care of
it.



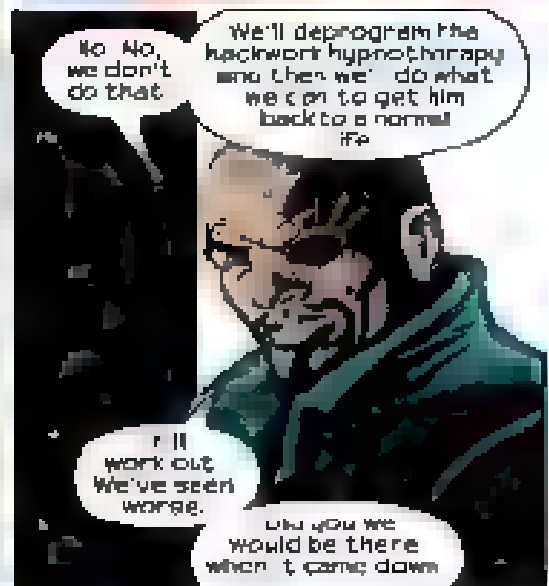
Ho-
Exhibit A?

Yeah

Probably
for the best.
We'll take care
of him.



Are
you going
to arrest
him?

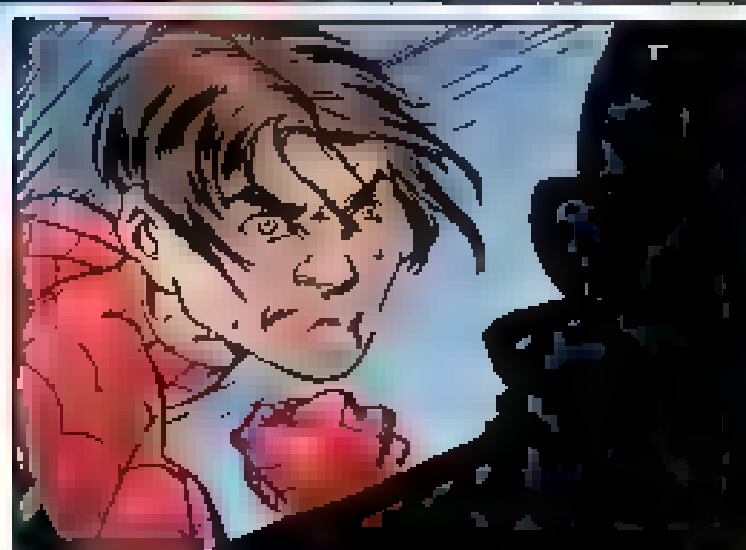


No. No,
we don't
do that.

We'll deprogram the
backward hypnosis
and then we'll do what
we can to get him
back to a normal
life.

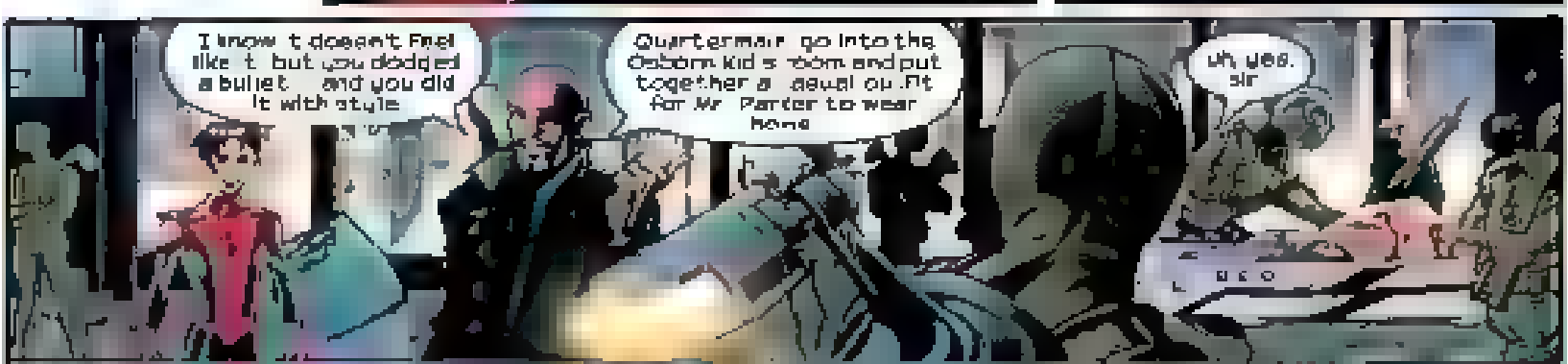
I'll
work out.
We've seen
worse.

Did you
would be there
when it came down



Think
of it this
way, kid.

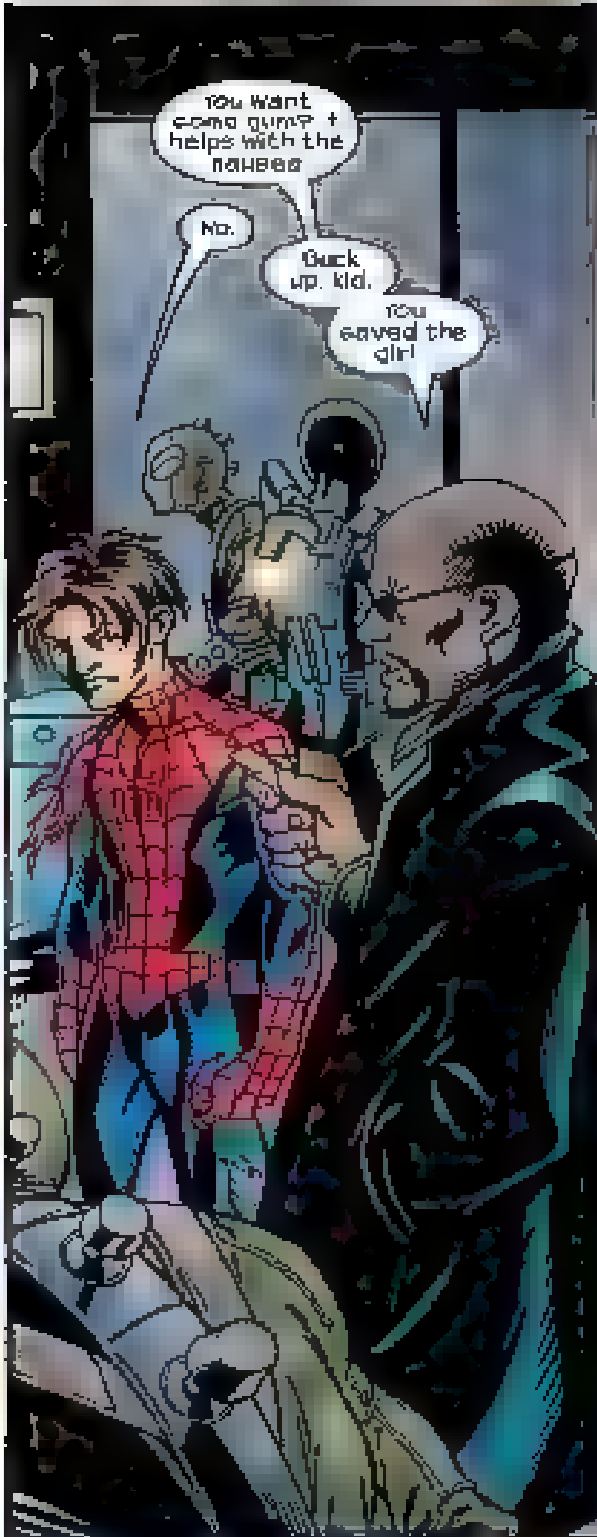
One last injection
and that's all I have
had enough with about
him to really do some
thing horrible



I know it doesn't feel
like it, but you dodged
a bullet - and you did
it with style.

Quartermain go into the
Osborn kid's room and put
together a deal on it
for Mr. Parker to wear
home.

Uh, yes,
sir.

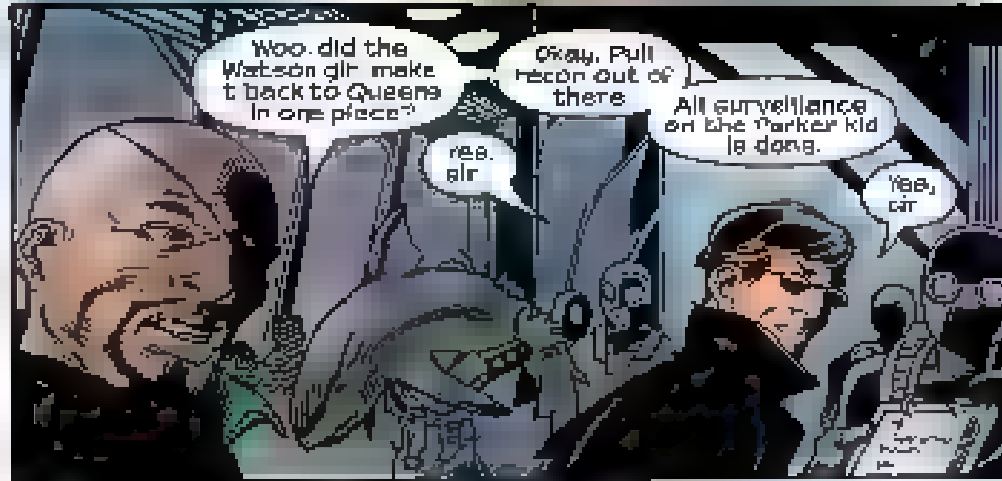


You want some gum? It helps with the nausea.

No.

Guck up, kid.

You saved the girl.



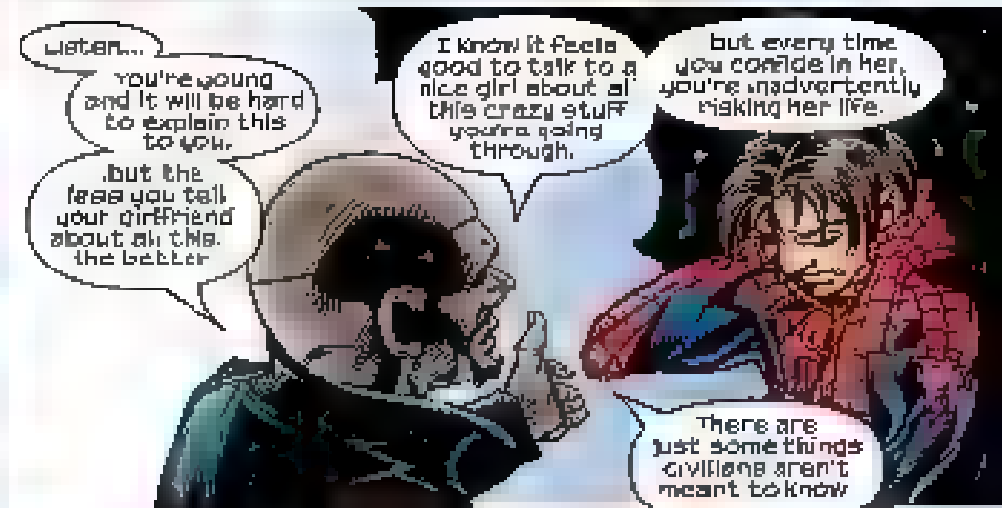
Woo, did the Watson girl make it back to Queens in one piece?

Okay. Pull recon out of there.

All surveillance on the Parker kid is done.

Yes, sir.

Yes, sir.



Water...

You're young and it will be hard to explain this to you.

...but the less you talk your girlfriend about all this, the better.

I know it feels good to talk to a nice girl about all this crazy stuff you're going through.

but every time you confide in her, you're inadvertently risking her life.

There are just some things civilians aren't meant to know.



My recommendation to you is:

enjoy your youth.

You're too young to be this involved with the big boys.

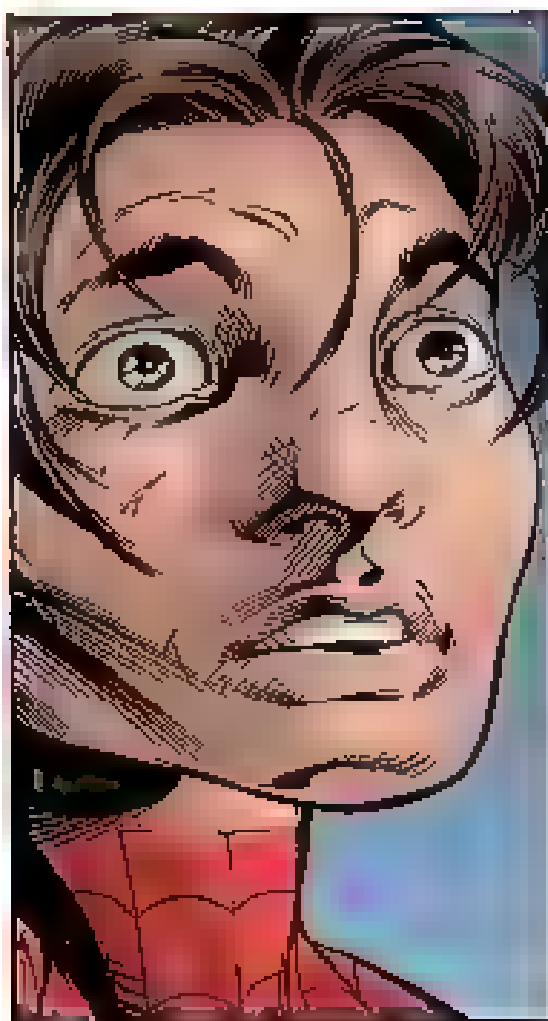
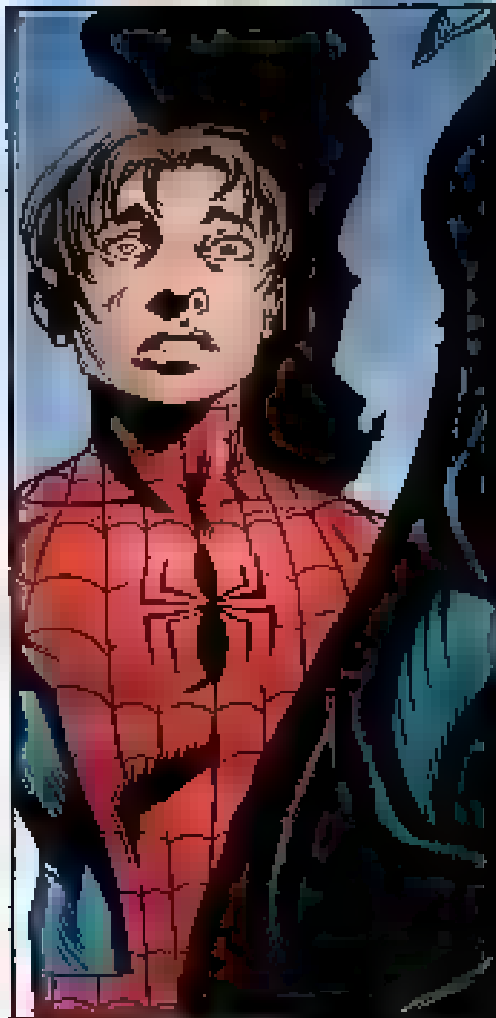


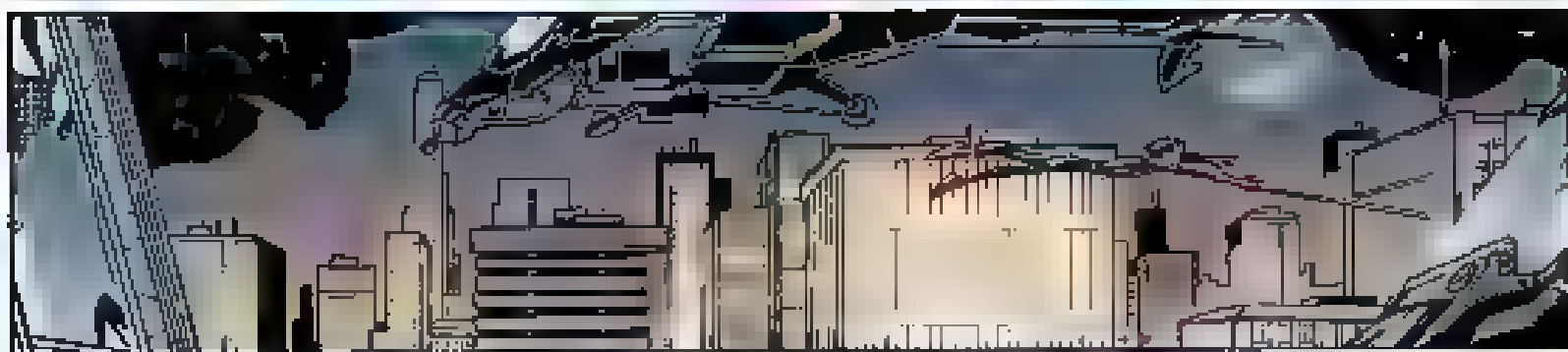
There will be plenty of time and opportunity for you here later.

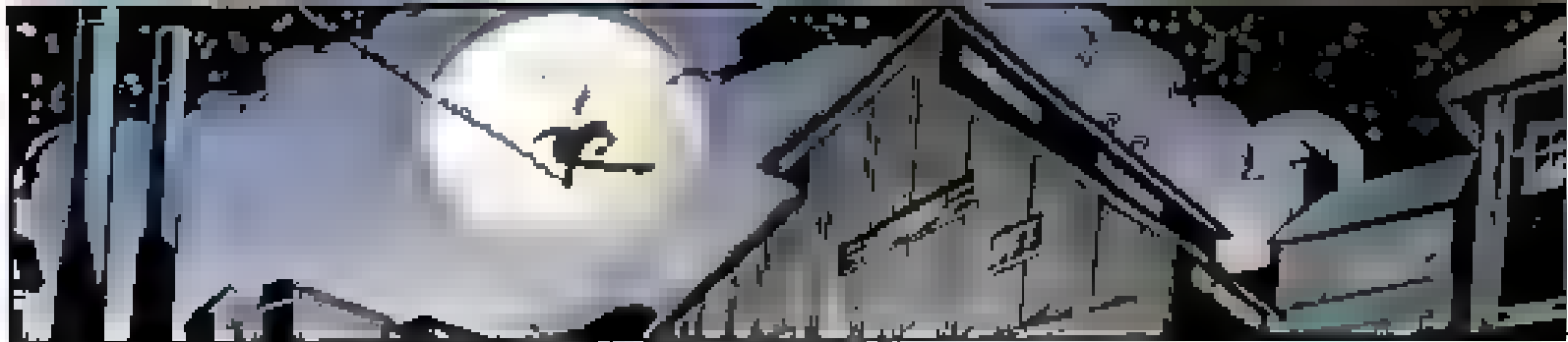


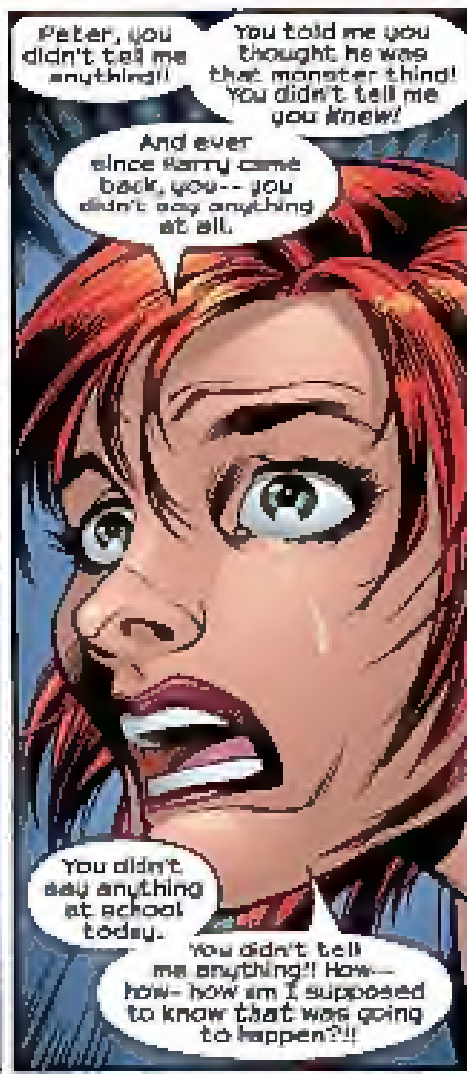
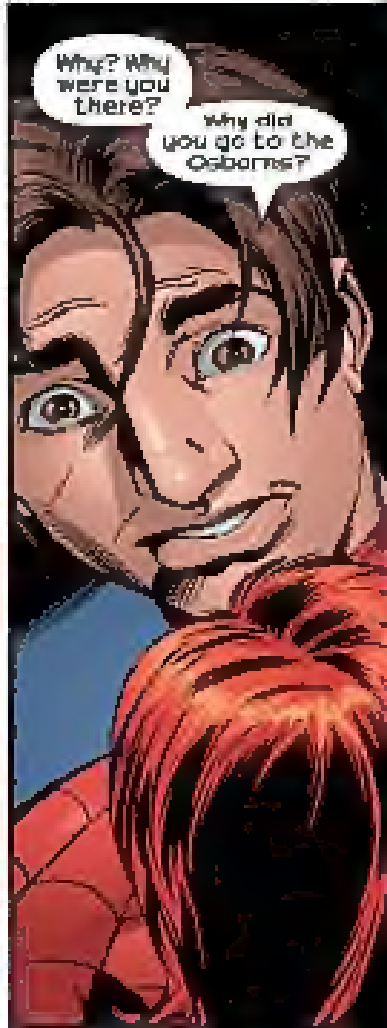
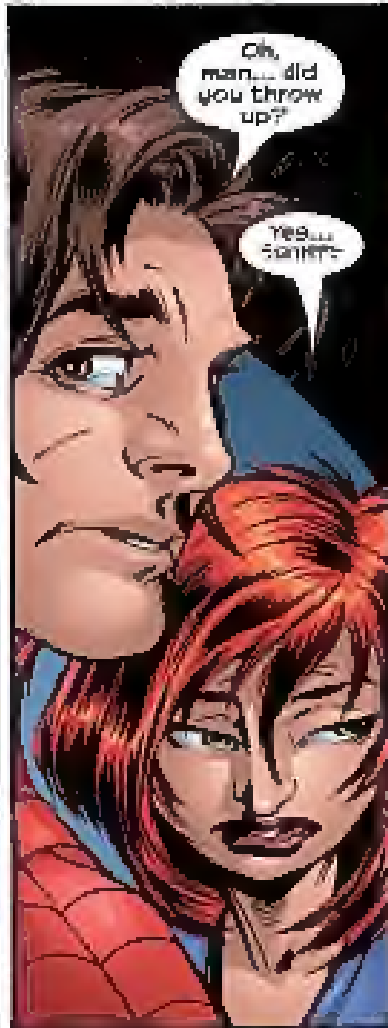
Yeah, uh, no offense...

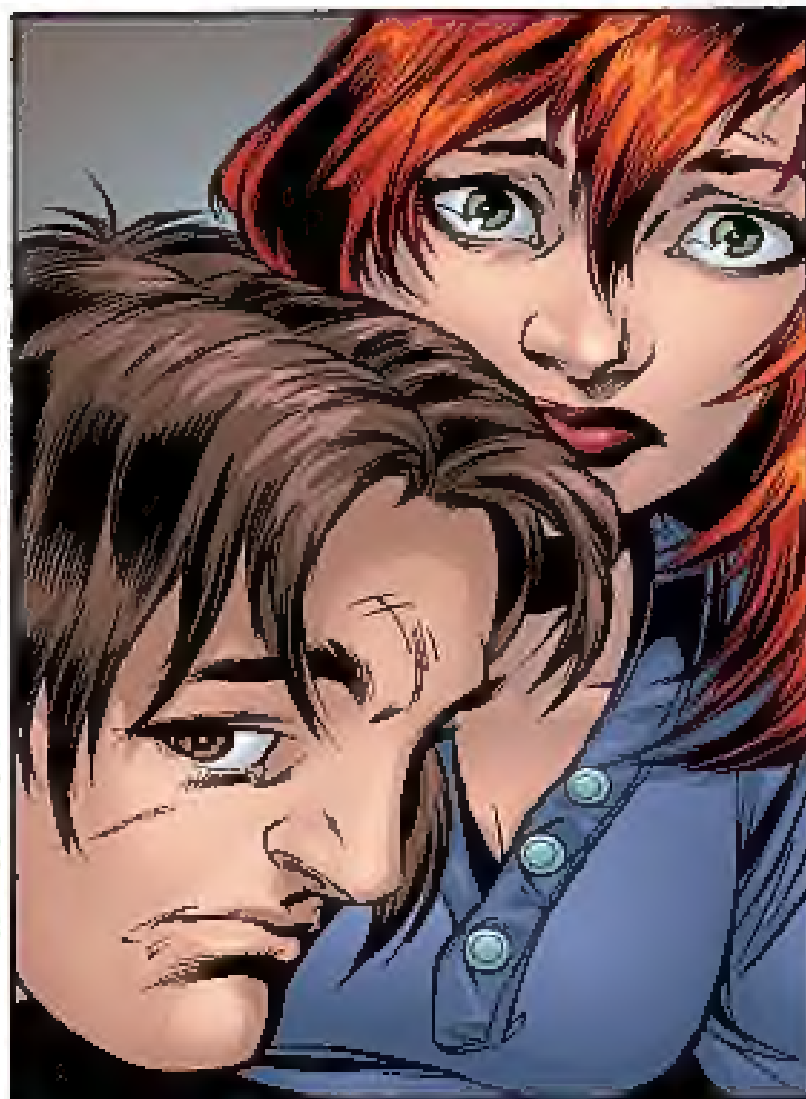
but it's hardly like I want any part of this 'big boys' world of yours.













FOR A LISTING OF MORE MARVEL COLLECTIONS, DOWNLOAD



Go to your local comic shop to pick up these great collections!
And stay tuned to the Marvel App for more amazing collection releases.

To find a comic shop near you visit www.comicshoplocator.com